

**CODE OF INTERNAL PROCEDURES AND CONDUCT TO
REGULATE, MONITOR AND REPORT OF TRADING BY
INSIDERS**

Approved on:

1st Revision effective from: 1st April, 2019

2nd Revision effective from: 12th February, 2021

1. Definitions

“Act” means the Securities and Exchange Board of India Act, 1992 (15 of 1992).

“Board” means the Board of Directors of the Company.

“Code” or **“Code of Conduct”** shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of ‘APOLLO MICRO SYSTEMS LIMITED’ as amended from time to time.

“Company” means ‘APOLLO MICRO SYSTEMS LIMITED’.

"Compliance Officer" means Company Secretary or any senior officer so designated by the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who is 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board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, as the case may be.

“financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

“Connected Person” means:

(i) any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including 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Company whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.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 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 recognised 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.

“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.

“Designated Person(s)”

1. Designated Persons shall be identified by the Compliance Officer in consultation with the Board, on basis of their role and function and the access that such role and function would provide Unpublished Price Sensitive Information of the Company in addition to seniority and professional designation shall be governed by the Code.

2. The term “Designated Persons” will mean and include

- (i) Promoters and members of Promoter Group;
- (ii) Members of the Board of Directors of the Company and its material subsidiaries of the Company;
- (iii) CEO or Managing Director, Whole Time Director, Company Secretary, CFO of the Company;
- (iv) Key managerial Personnel of the Company;
- (v) every employee in the grade of Assistant General Managers and above;
- (vi) Employees of the Company or its material subsidiaries designated on the basis of their functional role or access to unpublished price sensitive information;
- (vii) any employee in the finance, accounts secretarial and legal department as may be informed by the Compliance Officer and/or determined by the Board of Directors of the Company from time to time;
- (viii) Any support staff of the Company such as IT staff or secretarial staff who have access to unpublished price sensitive information; and
- (ix) any other person as may be informed by the Compliance Officer and/or determined by the Board of Directors of the Company from time to time.
- (x) Immediate Relatives of persons specified in (i) to (viii) above.

Note: All the obligations/responsibilities with respect to Immediate Relatives as specified in (x) above, shall devolve upon persons specified in (i) to (viii) above.

“Director” means a member of the Board of Directors of the Company, as appointed from time to time.

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

“Fiduciary / Fiduciaries” shall mean professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising the Company at any point in time, for the purpose of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

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

“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 of the Company.

“Insider” means any person who is,

- a. a connected person; or
- b. in possession of or having access to unpublished price sensitive information of the Company.

“Key Managerial Person” means a person as defined in Section 2(51) of the Companies Act, 2013.

"Legitimate Purposes" shall mean sharing of UPSI by the Designated Person in the ordinary course of business or otherwise in furtherance of such business activities as per the Policy approved by the Board with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations:

1. Promoters of the Company
2. Auditors (Statutory, Internal, Branch, Cost, Secretarial, GST and any other Auditor as applicable)
3. Staff Members of the Audit firm/team conducting the Audit
4. Collaborators
5. Lenders
6. Customers
7. Suppliers
8. Merchant Bankers
9. Legal Advisors
10. Insolvency Professionals
11. Consultants
12. Any other advisors/consultants/partners
13. Any other person with whom UPSI is shared

“Material Financial Relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of 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;

“Material Subsidiary” shall have the meaning ascribed to such term under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

"Promoters" 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:

"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;

“proposed to be listed” shall include securities of an unlisted company:

- (i) if such unlisted company has filed offer documents or other documents, as the case may be, with the Board, stock exchange(s) or registrar of companies in connection with the listing; or
- (ii) if such unlisted company is getting listed pursuant to any merger or amalgamation and has filed a copy of such scheme of merger or amalgamation under the Companies Act, 2013;

“Regulations” shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

“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;

“Takeover regulations” means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

“Trading in Securities” means and includes subscribing, buying, selling, dealing, pledging, or agreeing to subscribe, buy, sell, pledge, or deal in any Securities either as principal or agent and “Trade” shall be construed accordingly;

“Trading Day” means a day on which the recognized stock exchanges are open for trading;

“Trading Window” means the period during which Trading in the Securities of the Company is permitted to those governed by the Code.

“Unpublished Price Sensitive Information” means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- (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;
- (vi) such other information as may be deemed to be constituted as UPSI by the Board and the Compliance Officer from time to time.

Words and expressions used and not defined in this code but defined in the Regulations, 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 Act, 2013 (18 of 2013) and rules and regulations made there under shall have the meanings respectively assigned to them in those legislation.

2. Responsibility of Board of Directors under this Code

As per Regulation 9(1) of the Insider Trading Regulations, the Board shall ensure that the Company at all times has in place this Code to regulate, monitor and report trading by Designated Persons and Immediate Relatives of such Designated Persons. The Board shall be responsible for monitoring the overall compliance to the Insider Trading Regulations.

In accordance with the Inside Trading Regulations, the Board shall inter-alia ensure the following:

- (i) In consultation with the Compliance Officer and Managing Director, specify the Designated Persons to be covered by this Code based on their functional role or access to Unpublished Price Sensitive Information in addition to seniority and professional designation;
- (ii) that the Company maintains the Digital Database in conformity with the Insider Trading Regulations;

- (iii) Formulate and review periodically the Fair Disclosure Code including the Policy for determination of “legitimate purpose”; and
- (iv) Formulate and review periodically, the Policy and Procedure for Inquiry in the Event of Leak or Suspected Leak of Unpublished Price Sensitive Information.

3. Role of Compliance Officer

- (i) The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors but not less than once in a year.
- (ii) The Compliance Officer shall assist the Designated Persons and Insiders in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Amended Regulations 2018 and the Company’s Code of Conduct.
- (iii) The Compliance Officer shall review the trading plans to assess whether such plans would have any potential for violation of the Insider Trading Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of such plans.
- (iv) The Compliance Officer shall maintain all disclosures/ records under the Code and the Insider Trading Regulations for a minimum period of five (5) years.
- (v) The Compliance Officer shall in consultation with the Board inform SEBI of any material violation of the Insider Trading Regulations or the Code.
- (vi) The Compliance Officer may engage external consultants, advisors or experts for putting in place an in-house IT-enabled software or system to automate the compliances under this Code including seeking disclosures and undertakings from Designated Persons and Insiders, sending intimations to such persons regarding Closure of Trading Window etc.

4. Preservation of “Price Sensitive Information”

- (i) All Designated Persons, Fiduciaries and Insiders must:
 - a. maintain confidentiality of all Unpublished Price Sensitive Information;
 - b. not communicate, provide or allow access to any Unpublished Price Sensitive Information to any person including other Insiders except where such communication is in furtherance of Legitimate Purpose, performance of duties or discharge of legal obligations and otherwise in accordance with this Code;
 - c. not procure from or cause the communication by any Insiders and their Immediate Relatives of any Unpublished Price Sensitive Information except in furtherance of Legitimate Purpose, performance of duties or discharge of legal obligations and otherwise in accordance with this Code; and
 - d. not pass on such information to any person directly or indirectly by way of making a recommendation for the Trading of Securities of the Company based on the same.
- (ii) All information shall be handled within the Company on a need-to-know basis and no Unpublished Price Sensitive Information relating to the Company or its Securities shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

(iii) 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 these regulations. The notice shall be given by the Company as per the prescribed format in **Appendix- 1**

(iv) Prior to sharing any Unpublished Price Sensitive Information, a confidentiality agreement shall be entered into with such Insider and the Insider shall provide its details, details pertaining to its employees, agents or representatives who are likely to have access to the said Unpublished Price Sensitive Information which shall include name, designation, address, Permanent Account Number ("PAN") or any other identifier authorised by law where PAN is not available in the format prescribed under this Code. The said details shall be updated by the Compliance Officer in the Digital Database.

(v) Designated Persons of the Company shall ensure that all Connected Persons, Fiduciaries and other Insiders, including those who provide any services or supply goods to the Company or vice versa, whether or not pursuant to a written contract or a purchase order and who have access to Unpublished Price Sensitive Information or are reasonably expected to have such access to Unpublished Price Sensitive Information, execute an undertaking in the format prescribed under this Code. An undertaking shall be given by the Fiduciaries, Insiders and other Connected Persons before sharing Unpublished Price Sensitive Information in the prescribed format as per **Appendix- 2**

(vi) Designated Persons who are employees of the Company shall ensure that a confidentiality / non-disclosure agreement shall be entered into by the Company with Connected Persons, Fiduciaries and Insiders prior to sharing any Unpublished Price Sensitive Information. The sharing of such information shall be in accordance with "Policy for determination of Legitimate Purpose" as part of "Apollo Micro Systems Limited - Code of Fair Disclosure and Conduct".

(vii) Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction which:

- entails an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or
- not attracting the obligation to make an open offer under the takeover regulations but where the Board is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two (2) trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

However, the Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose of furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information

The board of directors shall ensure that a in house structured digital database is 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.

(viii) "Need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

(ix) All Unpublished Price Sensitive Information directly or indirectly received by any Designated Person should be reported to the Compliance Officer immediately as per the prescribed format as per **Appendix-3**.

(x) All the files containing confidential information shall be kept secure under lock and key. Computer files must have adequate security of login and password, etc.

5. Prevention of misuse of "Unpublished Price Sensitive Information"

All the designated persons (including their immediate relative) and any other Employees/ persons designated as such on the basis of their functional role in the Company, who in their opinion can come into possession of Unpublished Price Sensitive Information and have a propensity to generate such information ("**designated persons**"), shall be governed by an internal code of conduct governing dealing in securities of the Company.

6. Trading Plan

Each Designated Person is entitled to execute Trades pursuant of a pre-determined trading plan, where such trading plan has been formulated by such Designated Persons, approved by the Compliance Officer, and has been publicly disclosed by the Company to the Stock Exchanges, 6 (six) months prior to the commencement of the Trading pursuant to the trading plan ("Trading Plan").

A Trading Plan shall be formulated by Designated Persons in compliance with the Insider Trading Regulations, including any statutory modification(s) or re-enactment(s) for the time being in force.

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 Company 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 of the Company for market abuse.

The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith within a period of 7 (seven) Working days. 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.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan and trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to

implement the plan, without being entitled to either deviate from it or to execute any trade in the securities of the Company outside the scope of the trading plan.

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

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

7. Trading Window and Window Closure

(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) With respect to disclosure of financial results: Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results. Further, the period beginning 7 (Seven) days before the date of meeting of the Board of Directors for consideration of all matters (other than financial results) which are deemed to be 'unpublished price sensitive information' and ending 48 hours after the decision taken by the Board of Directors at such meeting becomes generally available; or Any other period during which trading shall be closed when the Compliance Officer in consultation with Managing Director determines that a Designated Person or class of persons can reasonably be expected to be in possession of Unpublished Price Sensitive Information. The Trading window closure period shall be reopened after making the said Unpublished Price Sensitive Information the Generally Available Information.

(iii) When the trading window is closed, the Designated Persons shall not trade in the Company's securities in such period.

(iv) Every Designated Person should advise his/ her Immediate Relatives of the Trading window closure period during which Trading in the Securities of the Company is prohibited.

(v) All Designated Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in Point No. (ii) above or during any other period as may be specified by the Company from time to time.

(vi) In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.

(vii) The Compliance Officer shall intimate the closure of trading window to all the designated persons of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities of the Company to which such unpublished price

sensitive information relates.

(viii) The Compliance Officer after taking into account 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.

(ix) The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

(x) Subject to the provisions of this Code and Insider Trading Regulations, the Trading window restrictions shall not apply in respect of:

- a. Trades specified in clause (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulations 4 of the Insider Trading Regulations and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer.
- b. Trades which are undertaken in accordance with respective Regulations made by SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer.

8. Pre—clearance of trades

All Designated persons, who intend to trade in the securities of the Company when the trading window is opened and if the value of the proposed trades is above 50,000 shares or up to Rs. 10 Lakhs (market value) or 1% of total shareholding, whichever is less, should get the transaction pre-cleared by Compliance Officer. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed and hence, he/she shall not trade. Pre-clearance of Trades shall be required to be obtained by all Designated Persons prior to Trading in Securities. The pre-clearing procedure shall be hereunder:

- (i) An application may be made in the prescribed Form **Appendix -4** to the Compliance officer indicating the estimated number of securities of the Company that the Designated Person intends to deal in, the details as to the depository with which he has a security account, the details as to the securities of the Company in such depository mode and such other details as may be required by any rule made by the company in this behalf.
- (ii) An undertaking in format as provided in **Appendix -5** shall be executed in favor of the Company by such Designated Person incorporating, *inter alia*, the following clauses, as may be applicable:

That the Designated Person does not have any access or has not received “Price Sensitive Information” up to the time of signing the undertaking.

(a) That in case the Designated Person has access to or receives “Price Sensitive Information” after the 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 the Company till the time such information becomes public.

(b) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.

(c) That he/she has made a full and true disclosure in the matter.

Prior to approving any Trades, the Compliance Officer shall be entitled to seek any further declarations as he may deem fit from the applicant. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate. In case the Compliance Officer is of the opinion that the proposed Trade is on basis of possession of Unpublished Price Sensitive Information, or he has a reason to believe that the proposed Trade is in breach of the Code or the Insider Trading Regulations, he will not grant approval against the said pre-clearance application and shall convey the reasons.

- (iii) All Designated Person shall execute their trade order in respect of securities of the Company within 7 (seven) trading days from the date of approval granted by the Compliance Officer for the pre-clearance application.
- (iv) The approval of preclearance application shall be in form as provided in **Appendix -6** hereto.
- (v) The Specified Person shall file within 2 (two) days of the execution of the trade order, the details of such deal with the Compliance Officer in the prescribed form **Appendix- 7**
- (vi) If the Trade is not executed within 7 (seven) Trading Days from the date of the pre- clearance approval, the Designated Person shall inform the Compliance Officer in the format prescribed under this Code and re-submit the pre-clearance application in the prescribed format. The Reporting of failure of completion of transaction or decision not to Trade after obtaining approval from the Compliance Officer shall be made in the prescribed format as per **Appendix-8**
- (vii) Pre-clearance shall not be required for the following transactions:
 - a. trades executed pursuant to an approved Trading Plan;
 - b. transactions pursuant to Transmission of shares in accordance with applicable law;
 - c. transactions involving transfer of Securities from Depository Participant to another provided that the shareholder and the beneficial owner of such Securities do not change; however, Trades involving pledge and revocation of pledge of Securities will continue to require pre-clearance as per this Code; and
 - d. transactions pursuant to merger, demerger, or any other Court Order;
- (viii) The Designated Persons shall submit the undertaking in the prescribed format as per **Appendix- 9** in respect of transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulation 4, sub clause (b) of clause 3 of Schedule B of SEBI Insider Trading Regulations and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer for which trading window restrictions is not applicable.

9. Leak/Suspected Leak of Unpublished Price Sensitive Information

The Board has formulated written policy for initiating appropriate inquiries on becoming aware of leak/suspected leak of unpublished price sensitive information (**Annexure—A**).

10. Other Restrictions

(i) Designated Persons shall not Trade in Securities of the Company while in possession of Unpublished Price Sensitive Information. If such persons have traded in Securities of the Company when in possession of Unpublished Price Sensitive Information, their Trades would be presumed to have been motivated by the knowledge and awareness of such information in their possession. However, a Designated Person may prove his innocence by demonstrating the circumstances including as provided in Regulation 4 the Insider Trading Regulations to be read with the format(s) for pre - clearance and declaration cum undertaking(s) as provided in this Code.

(ii) In case, the Designated Persons deal in any Securities of the Company through his/her portfolio manager/ investment manager, the same shall be disclosed to the Compliance Officer and restrictions relating to Trading in Securities of the Company under this Code will also apply to the trading in

securities of the company through his/her portfolio manager/ investment manager.

(iii) Designated Persons who Trade in Securities of the Company, will not undertake a contra/ opposite Trade during 6 (six) consecutive months following the prior Trade. However, these provisions shall not be applicable to Trades executed pursuant to an approved Trading Plan. Subject to the Insider Trading Regulations, the Compliance Officer may relax the 6 (six) months contra- trade restriction in cases where the sale is necessitated by personal emergency after recording reasons in writing in this regard. An application in writing in this regard will need to be made to the Compliance Officer.

(iv) Trading in derivatives pertaining Securities of the Company by Designated Persons, other than Directors, Promoter, members of Promoter Group, Key Managerial Persons and their Immediate Relatives, shall be subject to all restrictions under this Code. Designated Persons dealing in derivatives pertaining to Securities of the Company shall make necessary disclosures under this Code. It is clarified that the Promoter, members of Promoter Group, Key Managerial Persons, Directors and their Immediate Relatives shall not deal in derivatives, if any pertaining to the Securities of the Company.

(v) The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

(vi) The disclosures of trading in securities of the Company shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code, provided trading in derivatives of such securities is permitted under the law which is applicable and for the time being in force.

(vii) The disclosures made under this Code shall be maintained for a period of five (5) years.

11. Reporting Requirements for transactions in securities of the Company

Initial Disclosure

Every promoter, member of the promoter group, Key Managerial Personnel and Director of Company, within thirty days of these regulations taking effect, shall disclose to the Company the details of all holdings in securities of the Company held by them as on the date the Regulations come into effect, including the statement of holdings of dependent family members in such form as may be prescribed for this purpose under the Regulations from time to time.

Every person on appointment as key managerial personnel or a director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter. Such disclosures shall be in per the prescribed format as per **Appendix -10 (FORM-B)**

Initial disclosure by Designated Persons other than Promoter, member of the Promoter Group, key managerial personnel and Directors in respect of Securities held such Designated Persons shall be made in the prescribed format as per **Appendix - 11**

Continual Disclosure

Every promoter, or member of the promoter group, Director and designated person and of the Company shall disclose to the Company, in such form as may be prescribed for this purpose under the Regulations from time to time, the number of Securities acquired or disposed off, if the value of the

Securities Traded, whether in one transaction or a series of transactions over any financial quarter, aggregates to Traded value in excess of Rs. 10,00,000 (Indian Rupees Ten Lakh) or such other limit as may be prescribed under the Insider Trading Regulations, within 2 (two) Trading Days of such Trade.

The Compliance Officer shall notify the particulars of such trading to the Stock Exchanges within 2 (two) Trading Days of receipt of such disclosures or from becoming aware of such information. It is hereby clarified that the disclosure of the incremental Trades after any disclosure under this clause, shall be made when the Trades effected after the prior disclosure cross the limits specified above.

Continual disclosure of number of Securities acquired or disposed of 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 (Indian Rupees Ten lakh) shall be made to the Company in the prescribed format as per **Appendix -12 (FORM-C)**

Annual disclosure

All Designated Persons must make an annual disclosure of the number of Securities held as on 31st March each year by them including details of purchase / sale of Securities during the financial year to the Compliance Officer. This disclosure must be made in the format prescribed under this Code within 30 (thirty) days from the close of each financial year, in electronic or physical form.

Annual disclosure at the end of the financial year by Designated Persons in respect of the number of Securities held by such Designated Persons shall be in the prescribed format as per **Appendix -13**

Disclosure by Connected Person

The Compliance Officer, in addition to the above, may at his discretion require any other Connected Person or class of Connected Persons to make disclosures of holdings and Trading in Securities of the company at such frequency as he may deem fit in order to monitor compliance with this Code and the Insider Trading Regulations. Disclosure of transactions by Connected Persons as identified by the Company in accordance with Reg 7(3) of Insider Trading Regulations. The prescribed format for disclosure of transaction by Connected person shall be as per **Appendix - 14 (FORM-D)**

The Compliance Officer will maintain records in either physical or electronic form, of all disclosures and declarations made by the Directors, Promoters, members of the Promoter Group, Key Managerial Personnel and such other Designated or Connected Person for a minimum period of five (5) years.

12. Disclosure of general information by Designated Persons to company

Designated Persons shall be required to disclose names and Permanent Account Number, or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:

- (a) Immediate relatives
- (b) Persons with whom such designated person(s) shares a material financial relationship
- (c) Phone, mobile and cell numbers which are used by them
- (d) Educational institutions from which designated persons are graduated (One-time basis)
- (e) Names of past employers of designated persons (One-time basis)

The aforesaid annual disclosure shall be made to the Company in the prescribed format as per **Appendix - 15**. The one-time Disclosure of names of educational institutions from which Designated Persons have graduated and names of their past employers shall be as per **Appendix- 16**.

13. Institutional Mechanism for Prevention of Insider Trading

The Company shall put in place adequate and effective system of internal controls to ensure compliance with the Code and the Insider Trading Regulation, including ensuring inter-alia the following:

- (i) Identification of employees having access to Unpublished Price Sensitive Information as Designated Persons and updation of necessary information pertaining to these Designated Persons in the Digital Database of the Company;
- (ii) Identification, preservation and maintenance of confidentiality of Unpublished Price Sensitive Information until it becomes Generally Available Information in accordance with the Insider Trading Regulations;
- (iii) Restriction on communication and procurement of Unpublished Price Sensitive Information as per this Code and the Insider Trading Regulations;
- (iv) Maintenance of Digital Database containing names of all Designated Persons and other persons with whom Unpublished Price Sensitive Information is shared and confidentiality agreements signed, or notices sent / served on Designated Persons or other persons with whom Unpublished Price Sensitive Information is shared for the purpose of maintaining confidentiality and abiding by their non-disclosure obligation; and
- (v) Any other matter required for compliance with the Insider Trading Regulations.

14. Dissemination of Price Sensitive Information

No information shall be passed by the Designated Persons, Fiduciaries and Insiders by way of making a recommendation for the purchase or sale of securities of the Company.

Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors

- Only public information to be provided.
- At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before any response divulging such information is given.
- Simultaneous release of information after every such meet.

15. Penalty for contravention of the code of conduct

Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).

Any officer, Employee or Specified Person who trades in securities of the Company or communicates any information for trading in securities, in contravention of this Code maybe penalized and appropriate action may be taken by the Company.

Every Designated Person who (i) Trades in Securities of the Company, or (ii) communicates any information for Trading in Securities of the Company, or (iii) procures Unpublished Price Sensitive Information, in each case, in contravention of this Code; or otherwise violates this Code shall be penalized and the Company will take appropriate action, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc. The Managing Director and the Compliance Officer shall report such violations to the Board. The Board shall impose any further penalty or impose any other action at their discretion which may be over and above the aforesaid framework.

The above actions will be without prejudice to any civil or criminal action that the regulatory authorities may initiate against such Designated Person(s).

16. CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION to be followed in the Company is provided in the Annexure -B.

17. PROTECTION OF THE INFORMANT UNDER INSIDER TRADING REGULATIONS

In accordance with Securities and Exchange Board of India (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019, the Company shall not discharge, terminate, demote, suspend or threaten directly or indirectly or discriminate against any employee who files a Voluntary Information Disclosure Form, irrespective of whether the information is considered or rejected by SEBI, by reason of: (i) filing a Voluntary Information Disclosure Form; (ii) testifying in, participating in, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by SEBI; or (iii) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent such employee from cooperating with SEBI in any manner.

In the event any employee is of the view, that he is likely to be discharged, terminated, demoted or suspended, or is being threatened, or discriminated, on account of any of the events set forth in the preceding paragraph, such employee shall be permitted to notify the Compliance Officer of the same. In the event, the Compliance Officer is subject to the foregoing, the Compliance Officer shall be permitted to bring such information to the notice of SEBI.

Annexure—A

POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION ("UPSI")

[Under Regulation 9A of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018]

1. Introduction

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 has mandated every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

In this regard, Board of Directors of APOLLO MICRO SYSTEMS LIMITED has laid down this policy for procedure of inquiry in case of leak of Unpublished Price Sensitive Information ('the policy'), for adoption.

2. Objectives

- (i) To strengthen the internal control system to prevent leak of UPSI.
- (ii) To restrict and prohibit the practice of sharing of UPSI, with the un-authorized person, which originates from within the company and which affects the market price of the Company as well as loss of reputation and investors' / financiers' confidence in the company.
- (iii) To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee(s) & Designated Persons with any person, firm, Company or Body Corporate.
- (iv) To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the Securities and Exchange Board of India ("SEBI") if required.
- (v) To penalize any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy.

3. Scope

The Company endeavors to preserve the confidentiality of un-published price sensitive information (UPSI) and to prevent misuse of such information. The Company shall strive to restrict and prohibit the practice of sharing of UPSI which originates from within the company by any promoter, director, key managerial person, Insider, employee, designated person, support staff or any other known or un-known person(s) with any un-authorized person which affects the market price of the Company as well as causes loss of reputation and investors' / financiers confidence in the Company.

4. Definitions

(i) Chief Investor Relations Officer ("CIO") shall mean the Compliance of the Company appointed by the Board of Director under Securities and Exchange Board India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(ii) Leak of UPSI shall mean communication of information which is / shall be UPSI by any Insider, Employee & Designated Persons or any other known or unknown person to any person other than a person(s) authorized by the Board after following the due process prescribed in this behalf in the Code of Practices Fair Disclosure of the Company and /or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

(iii) Support Staff shall include IT staff or secretarial staff who have access to unpublished price sensitive information.

(iv) Un—published Price Sensitive Information (“UPSI”) shall mean 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 include but not restricted to, information relating to the following:

- a) Periodical financial results of the Company;
- b) Intended declaration of dividends (Interim and Final);
- c) Change in capital structure i.e. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company's shares;
- d) Mergers, De-mergers, Amalgamation, Acquisitions, De-listing of Securities, Scheme of Arrangement or Takeover, disposals, spin off or selling division of whole or substantially whole of the undertaking and expansion of business and such other transactions;
- e) Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
- f) Changes in key managerial personnel;
- g) such other information as may be deemed to be constituted as UPSI by the Board and the Compliance Officer from time to time.

5. Mechanism for prevention of insider trading.

The Board of Director of the company have put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading.

The internal controls shall include the following:

- a) all employees who have access to UPSI are identified as designated employee;
- 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.

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

The company have a whistle-blower policy and make employees aware of such policy to enable employees to report instances of leak of UPSI.

6. Disclosure of actual of suspected leak of UPSI to stock exchanges:

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the CIO shall ensure that the same shall be promptly intimated to the StockExchanges on which the securities of the Company are listed in the format as set out in “**Annexure—A1**” to this policy.

7. Report of Actual of Suspected Leak of UPSI to SEBI

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the CIO shall ensure that a report on such actual or suspect leak of UPSI, preliminary enquiry thereon and results thereof shall be promptly made to the SEBI in the format as set out in “**Annexure-A2**” to this policy.

8. Constitution of Enquiry Committee

The Board of Director of the Company and/or CIO is in the opinion that whenever there is any actual or suspected leak of UPSI, the Board of Directors or any person authorized by the board in this behalf, shall constitute a committee to be called as “Enquiry Committee”. The Enquiry Committee shall consist of minimum 3 (three) Members which shall include anytwo Directors and Chief Investor Relation Officer and any other officer of the Company as may be mutually decided by the members of the Committee.

9. Procedure for Enquiry in Case of Leak of UPSI:

On becoming aware of suo moto or otherwise, of actual or suspected leak of Unpublished Price Sensitive Information of the Company by any promoter, director, key managerial person, Insider, employee, designated person, support staff or any other known or un-know person, the CIO after informing the same to the Managing Director or any other officer ofthe Company, shall follow the below mentioned procedure in order to enquire and/or investigate the matter to ensure-:

(a) Preliminary Enquiry:

Preliminary enquiry is a fact-finding exercise. The object of preliminary enquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark on any disciplinary action.

The Enquiry Committee and/or authorize any person(s), as it may deem fit, to initiate/conduct an enquiry to collect the relevant fact, material substances on actual or suspected leak of UPSI.

(b) Report of Preliminary Enquiry to the Enquiry Committee:

The Person(s) appointed/authorized to enquire the matter of actual or suspected leak of UPSI submit his/her report to the Enquiry Committee/Board of Directors within 10 days from the date of his appointment on this behalf.

(c) Disciplinary Action:

The Disciplinary action(s) shall include, wage freeze, suspension, recovery, termination of employment contract/agreement etc., as may be decided by the Members of the Committee/Board.

APOLLO MICRO SYSTEMS LIMITED

Annexure-A

FORMAT FOR INTIMATION OF ACTUAL OR SUSPECTED LEAK OF UPSI TO THE STOCK EXCHANGES

To
Stock Exchange(s)
Address:
xxxxxx

Dear Sir / Madam,

Sub: Intimation of actual or suspected leak of UPSI pursuant to Regulation 30 of SEBI(Listing Obligations and Disclosure Requirements) Regulation, 2015.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows;

Name of Offender, if known	
Name of Organization	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company?	Yes/No
If yes, narration of the same	

Thanking you,
Yours faithfully
For APOLLO MICRO SYSTEMS LIMITED

Compliance Officer/Authorized Signatory

Annexure-A2

FORMAT FOR REPORTING ACTUAL OR SUSPECTED LEAK OF UPSI TO THE SEBI

To,
Securities and Exchange Board of India (SEBI)

Address:

xxxxxxx

Dear Sir / Madam,

Sub: Report of actual or suspected leak of UPSI pursuant to regulation 9A (5) of (Prohibition of Insider Trading) (Amendment) Regulations, 2018 Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows:

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows:

Name of Offender, if known	
Name of Organization	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company?	Yes/No
If yes, narration of the same	

Request you to kindly take the aforementioned on your records.

Thanking you,
Yours faithfully

For APOLLO MICRO SYSTEMS LIMITED

Compliance Officer

ANNEXURE -B
CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED
PRICE SENSITIVE INFORMATION

[Pursuant to Regulation 8(1) & Schedule A of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018]

(This amended code will be effective from 01st April, 2019. The code shall also be uploaded on the website of the Company at www.apollo-micro.com)

INTRODUCTION

This Code is made pursuant to Regulation 8(1) & Schedule-A of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

OBJECTIVE

The objective of this Code is to formulate a framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities.

DEFINITIONS

Un—published Price Sensitive Information (“UPSI”) shall mean 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 include but not restricted to, information relating to the following:

- a) Periodical financial results of the Company;
- b) Intended declaration of dividends (Interim and Final);
- c) Change in capital structure i.e. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company's shares;
- d) Mergers, De-mergers, Amalgamation, Acquisitions, De-listing of Securities, Scheme of Arrangement or Takeover, disposals, spin off or selling division of whole or substantially whole of the undertaking and expansion of business and such other transactions;
- e) Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
- f) Changes in key managerial personnel;

PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UPSI

The following Principles of Fair Disclosure for the purposes of “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” is adopted by the Board of Directors APOLLO MICRO SYSTEMS LIMITED.:

- a) The Company shall promptly disclose to the public "unpublished price sensitive information" (UPSI) that would impact price discovery, no sooner than such credible & concrete information comes into being.
- b) The Company shall ensure that information shared with analysts and research personnel is not UPSI.
- c) The Company shall uniformly & universally disseminate information (UPSI) and avoid selective disclosure.
- d) The Company shall promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise, to make such information generally available to all/public.
- e) The Company shall render appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities, if any.
- f) The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on its official website, in order to ensure official confirmation and documentation of disclosures made.
- g) The Company shall handle all UPSI on a need-to-know basis.

DETERMINATION LEGITIMATE PURPOSE

The Unpublished price sensitive information can be shared in the ordinary course of business as an exception by an Insider for Legitimate purposes as per its "Policy for determination of Legitimate Purposes" (**Annexure—B1**), provided it is not shared to evade or circumvent the prohibition under this Regulation.

CODE OF CONDUCT

The Company shall adhere to the prescribed standards for code of conduct to regulate, monitor and report trading by insiders, designated employees and all other applicable persons and entities.

CHIEF INVESTOR RELATIONS OFFICER

The Compliance Officer of the Company, has been designated / called as "Chief Investor Relations Officer" to deal with dissemination of information and disclosure of unpublished price sensitive information.

AMENDMENT

The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Code with a new Code.

In any circumstance where the terms of the Code differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over the Code.

The Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges.

Annexure—B1

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

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

1. INTRODUCTION

This Policy, as a part of "Codes of Fair Disclosure and Conduct" formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015, will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy".

This Policy is prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

2. OBJECTIVE

The objective of this policy is to identify 'Legitimate Purposes' for performance of duties or discharge of legal obligations, which will be considered as exception for the purpose of procuring unpublished price sensitive information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any.

3. DEFINITION

a) "Legitimate Purposes" shall mean sharing of UPSI in the ordinary course of business by an Insider with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations:

1. Promoters of the Company
2. Auditors (Statutory, Internal, Branch, Cost, Secretarial, GST and any other Auditor as applicable)
3. Staff Members of the Audit firm/team conducting the Audit
4. Collaborators
5. Lenders
6. Customers
7. Suppliers
8. Merchant Bankers
9. Legal Advisors
10. Insolvency Professionals
11. Consultants
12. Any other advisors/consultants/partners
13. Any other person with whom UPSI is shared

b) "Insider"- Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered as an "insider" for purpose 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.

4. DIGITAL DATABASE

The Board of Directors shall ensure that an in-house structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons or entities, as the case may be, with whom UPSI is shared under Regulation 3 along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall be maintained internally with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.

The structured digital database shall be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

5. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

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, and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information

6. AMENDMENT

The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Code with a new Code.

-In any circumstance where the terms of the Code differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over the Code.

The Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges.

Appendix-1
(Notice to be given pursuant to sharing of information for legitimate purpose)

To,
Name:
Address:

- a) Notice is hereby given by APOLLO MICRO SYSTEMS LIMITED, NSE & BSE listed entity (CIN: L72200TG1997PLC026556) (hereinafter referred to as "Company"), that the information being shared with you is Unpublished Price Sensitive Information (hereinafter referred to as "UPSI") as defined in SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time (hereinafter referred to as "Insider Trading Regulations")

(Brief of information shared)

- b) Such UPSI should not be shared with any one and should be kept confidential until the same is made generally available / public by the Company.
- c) Since this UPSI is being shared with you, you are deemed to be an insider as defined in Insider Trading Regulations. No insider shall trade / deal in Company's securities when in possession of UPSI pursuant to Insider Trading Regulations.
- d) You are required to ensure compliance with the Insider Trading Regulations including duties, responsibilities and liabilities related to misuse or unwarranted use of such UPSI.
- e) You are required to share with us the following information of the entity / persons to whom such information is being further shared by you for Legitimate Purposes, performance of duties or discharge of his / her legal obligations, as defined in Insider Trading Regulations, after obtaining prior written / email permission. Whenever you share this UPSI in such event:
- a. Such person, entity with whom UPSI is being shared shall also be deemed to be an **insider**, for the purpose Insider Trading Regulations.
 - b. Please share with us the below details of the person, entity with whom the UPSI is being shared:
 - Full name
 - Email ids
 - Cell phone number
 - Permanent Account Number (PAN) or any other identifier authorized by law where PAN is not available.
- f) The Company is allowed to maintaining database of the information provided by such persons, entity. The Company may disclose the said information a) as permitted or required by applicable laws or regulatory requirements. In such a case, we will endeavor to disclose only the requested information under the circumstances; b) as part of the Company's reporting or disclosure obligations, if any.

Thanking You

For APOLLO MICRO SYSTEMS LIMITED

Name:
Designation:
Date:
Place:

Note: 1. kindly acknowledge the receipt of this Notice by initializing the words "Informed & received" and duly signed & sealed by the Insider.

2. Provide the duly signed declaration by the insider and all the other persons/ entity with whom the UPSI is shared by Insider for legitimate purpose. Declaration Format is enclosed herein.

Declaration under SEBI (Prohibition of Insider Trading) Regulations, 2015 pursuant to sharing of information for legitimate purpose

To,
Company Secretary & Compliance Officer
Apollo Micro Systems Limited ("Company")
CIN: L72200TG1997PLC026556
Hyderabad

Declaration is hereby given:

- a) That the Unpublished Price Sensitive Information (hereinafter referred to as "UPSI") as defined in Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, of the Company has been shared for the legitimate purpose and shall be kept confidential until the same is made generally available / public by the Company;
- b) No trade / deal in Company's securities when in possession of UPSI shall be undertaken ;
- c) UPSI shall be disclosed only to those who have a need to know the information to discharge duty and such disclosure will not give rise to a conflict of interest or appearance of misuse of the UPSI and;
- d) Ensure compliance with the Insider Trading Regulations including duties, responsibilities and liabilities related to misuse or unwarranted use of such UPSI.

Signature	
Full Name	
Email Ids	
Cell Phone Number	
Permanent Account Number (PAN) Or Any Other Identifier Authorized by Law Where PAN is not available	
Entity Name & Address, if any	
Date	
Place	

Appendix-2
Undertaking by other Connected Persons

Date:

To,
The Compliance Officer,
Apollo Micro Systems Limited

Dear Sir,

Reg: Terms of Service

1. We, [insert name of Connected Person] are [providing/receiving] [nature of services/goods to be inserted] to Apollo Micro Systems Limited ("Company") pursuant to a contract/arrangement entered into between us and the Company ("Services").
2. We hereby acknowledge that we are aware (and that our representatives, employees, affiliates, and advisors are aware or, will be advised by us) that in the course of providing Goods/Services to the Company, we, our representatives, employees, affiliates, and advisors shall be in possession of information and/or documents in any form or manner, which may contain material, non-public information regarding the Company or any affiliate of the Company. We further acknowledge that we are aware and that our representatives, employees, affiliates, and advisors have been advised that applicable securities laws prohibit any person having unpublished price sensitive information about a company from trading with the securities of that company or communicating such unpublished price sensitive information, and we agree to abide by and cause our representatives, employees, affiliates, and advisors, to abide by the terms of such securities laws, including without limitation, the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations"), as may be replaced, amended or supplemented from time to time and other applicable laws in relation to insider trading and the acquisition of securities. We hereby acknowledge and undertake that we have in place a code of conduct as per the requirements of PIT Regulations as applicable to us.
3. In the event of any breach of the provisions of (i) this undertaking, or (ii) any applicable securities laws, including the PIT Regulations, by us or any of our representatives, affiliates, employees, directors, officers, advisors, we hereby unconditionally undertake to be fully responsible for the consequences of any such breach and fully indemnify and keep the Company and its directors, officers, employees, agents, representatives, and affiliates from and against all or any damages on account of such breach, or any penalties/fines/charges/costs/actions that may be imposed or undertaken by the Securities and Exchange Board of India or any other authorities under any Act, law or regulation.
4. We shall promptly notify the Company in the event of any breach of the provisions of (i) this undertaking, or (ii) any applicable securities laws, including the PIT Regulations, by us or our employees, officers, directors, affiliates, representatives, and advisors.
5. We also acknowledge that this undertaking forms an integral part of the terms of our engagement with the Company and any breach of this undertaking would result in a breach of the terms of such engagement and we understand and agree to be subject to all the consequences of such a breach.
6. We also undertake to furnish the information sought for in Appendix to this Code of Conduct.

Yours Sincerely,
[Name of Connected Person]
Contact Number

Appendix-3
Report UPSI received directly or indirectly, to the Compliance Officer

To,
The Compliance Officer,
Apollo Micro Systems Limited
Hyderabad

Sir,

Sub: Reporting of Unpublished Price Sensitive Information (USPI)

I, _____ being a Designated Person as per Apollo Micro Systems Limited- Code of Conduct to Regulate, Monitor and Report Trading by Insiders ("Code"), hereby report the following UPSI received/accessed by me either directly or indirectly which directly or indirectly related to Apollo Micro Systems Limited, or its Securities, that is generally not available, and which on being Generally Available, is likely to materially affect the price of Securities of Company:

Sr. No.	USPI	Information
1	financial results	
2	dividends	
3	change in capital structure;	
4	mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions	
5	changes in key managerial personnel	
6	such other information as may be deemed to be constituted as UPSI by the Board and the Compliance Officer from time to time	

I, _____, hereby undertake that the aforementioned information provided by the undersigned above is true and to the best of my knowledge. The information is provided in compliance with the Insider Trading Regulations of the Code and as per the Schedule B of the Regulations. The undersigned is being made aware that the above information will be kept strictly confidential and will not be shared except under the following circumstances:

- i. Under any proceedings or pursuant to any order of courts or tribunals;
- ii. For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law; and
- iii. In compliance with applicable laws, regulations, rules and requirements

Name and Signature:

Place:

Date:

Appendix-4

Specimen of Application for Pre-Clearance of Trade in Securities of the Company

To,
The Compliance Officer,
Apollo Micro Systems Limited
Hyderabad

Dear Sir/Madam,

Application for Pre-clearance of proposed trade in securities of the Company

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 or any modification thereof and the Company's Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by Designated Persons, I seek approval for *trade* in the securities of the Company as per details given below:

1	Name of the applicant	
2	Designation	
3	Number of securities held as on date	
4	Folio No. / DP ID / Client ID No.	
5	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities (d) Pledge (e) Other
6	Proposed date of trading in securities	
7	Estimated number of securities covered by the transaction	
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.

Yours faithfully,

(Signature of Employee)

Appendix-5

Format of Undertaking to be accompanied with the application for Pre-Clearance

To,
The Compliance Officer
Apollo Micro Systems Limited,
Hyderabad

I, _____ of the Company
residing at _____, am desirous of trading in
_____ * (Securities) of the Company as mentioned in my application dated
_____ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders (the Code) relating to the Company up to the time of signing this Undertaking.

In the event that I have access to or received any information relating to the Company 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 trading in the securities of the Company until such information becomes public.

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

I undertake to submit the necessary report within two 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 trading days of the receipt of approval failing which I shall seek pre-clearance for future trade of such securities.

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

Signature: _____

* Indicate number of shares

APOLLO MICRO SYSTEMS LIMITED

Appendix-6 Format for Pre- Clearance order

To,
Name : _____
Designation : _____
Place : _____

This is to inform you that your request for trading in _____(nos) (*Securities*) of the Company as mentioned in your application dated _____is approved. Please note that the said transaction must be completed on or before _____(date) that is within seven (7) trading days from today.

In case you do not execute the approved transaction / deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/ deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/ deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,

For **APOLLO MICRO SYSTEMS LIMITED**

COMPLIANCE OFFICER

Date : _____
Encl: Format for submission of details of transaction

Appendix-7

Format for Disclosure of Transactions

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To,
The Compliance Officer,
APOLLO MICRO SYSTEMS LIMITED,
Hyderabad

I hereby inform that the transaction for Trading in the shares of the Company for which, pre-clearance was granted on _____, was completed on _____ by have bought/sold/subscribed/others _____ by purchasing* / selling* / _____ (any other) _____ (nos.) securities of the Company. The details of trade are as follows:

Name of Holder	No. and type of securities dealt with	Bought/sold/subscribed/other	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

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

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. *(applicable in case of purchase / subscription).*

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

Signature : _____

Name :

Designation:

Date : _____

Place: _____

Appendix-8

REPORTING OF FAILURE OF COMPLETION OF TRANSACTION OR DECISION NOT TO TRADE AFTER OBTAINING APPROVAL FROM THE COMPLIANCE OFFICER

To,
The Compliance Officer,
Apollo Micro Systems Limited
Hyderabad

Dear Sir,

Sub: Reporting of failure to execute transaction

I hereby declare that the approval for Trading in the shares of the Company for which, pre-clearance was granted on _____, was not completed within 7 (seven) trading days of receipt of the preclearance, due to . I shall obtain fresh pre-clearance in the event I wish to execute the said trade again.

Thanking you,
Yours faithfully,

Signature : _____

Name :

Designation:

Date : _____

Place: _____

Appendix-9
Undertaking for permissible trading during trading window closure period

To,
The Compliance Officer
Apollo Micro Systems Limited,
Hyderabad

Dear Sir,

I, _____ of the Company
residing at _____, am desirous of trading in
_____ * (Securities) of the Company as mentioned in my application dated _____ for
pre-clearance of the transaction.

I, being a Designated Person of the Company, hereby confirm/undertake:

a) to maintain confidentiality of all 'Unpublished Price Sensitive Information (UPSI)' that is/may come into my possession in the discharge of my duties with the Company;

b) not to pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company based on the same;

c) to report to the Compliance Officer, any non-public information that may be directly received by me;

d) this transaction is *(brief details of the transaction to be mentioned)* without being in breach of SEBI (Prohibition of Insider Trading) Regulations, 2015;

e) all parties had made a conscious and informed trade decision;

f) this transaction is a bona fide transaction;

g) that I have not contravened the 'Apollo Micro Systems Limited- Code of Conduct to Regulate, Monitor and Report Trading by Insiders and the SEBI (Prohibition of Insider Trading) Regulation, 2015, as amended from time to time;

h) submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken;

i) If approval is granted, I shall execute the deal within 7 trading days of the receipt of approval, failing which I shall seek pre-clearance for future trade of such securities; and

i) That I have made full and true disclosure in the matter.

Signature:
Name:

Date:
Place:

Appendix-10

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2) - Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the promoter group]

Name of the company:

ISIN of the company:

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No.	
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

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

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

Name & Signature:

Designation:

Date:

Place:

Appendix- 11

Disclosure on becoming Designated Persons other than Promoters, Key Managerial Personnel (KMP) and Directors

To,
The Compliance Officer,
Apollo Micro Systems Limited,
Hyderabad

Dear Sir,

Sub: Disclosure on becoming Designated Persons other than Promoters, Key Managerial Personnel (KMP) and Directors

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Designated Person/ Immediate relative to / others etc.)	Securities held as on the date of becoming Designated Person		% of Shareholding
		Type of securities (For eg. – 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 Designated Persons / Immediate Relatives other than Promoter, KMP and Directors:

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

Notes: 1. In case of Options, notional value shall be calculated based on premium plus strike price of options.

Thanking you,
Yours faithfully,

Name:
Employee Code No.:
Contact Number:
Department:

Date:
Place:

Appendix-12

FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) - Continual Disclosure]

Name of the company:

ISIN of the company:

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

Name , PAN, CIN/ DIN, & address with contact nos.	Category of Person (Promoter /member of the promoter group/des ignated person/ Director s/immedi ate 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/ disposal of shares, specify		Date of intimation to company	Mode of acquisition /disposal (on market/ public/ rights/ preferent ial offer/ off market/ Inter-se transfer, ESOPs, etc.)	Exchang e on wh ich the tra de was execute d
		Type of securi ties (For eg. - Share s Warran ts, Conve rtible Debe ntu res, Rights entitle ments etc.)	No. and % of share holdin g	Type of securiti es (For eg. - Shares, Warran ts, Convert ible Debent ures, Rights entitle ment, etc.)	No.	Value	Trans action Type (Purch ase/sale Pledg e/ Revoc ation/ Invoc ation/ Other s- please specif y)	Type of securiti es (For eg. - Shares, Warran ts, Conver tible Debent ures, Rights entitle ment, etc.)	No. and % of share holdin g	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons 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)	
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:

Appendix- 13

Annual Disclosure of Shares Held in the Company by Designated Persons

Details of shares or voting rights held by Designated Persons and their respective Relatives/ Immediate Relatives, as the case may be

Name of Designated Person:

Particulars of Designated Person		No. of shares held at the beginning of the year	No. of shares bought/sold during the year			No. of shares held at the end of the year	Mode of acquisition/sale	Date of Intimation to the Company
	Name, PAN, DP Id/ Client Id		Date	Nos.	Value			
Self								
Spouse								
Other Relatives/ Immediate Relatives								

I/We declare that I/we have complied with the requirement of not entering into an opposite transaction within six months of the prior transaction (applicable in case of Designated Persons).

I further declare that the above disclosure is true and correct and is in accordance with the previous disclosures given to the Company.

Name of Designated Person/ other Connected

Person:

Employee Code No.:

Contact number:

Department:

Location:

Date:

(In case of Companies – to be signed by the Director of the Company)

Appendix-14

FORM D (Indicative format) SEBI (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3) - Transactions 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/disposal of shares specify		Date of intimation to company	Mode of acquisition/disposal (on market/public/rights/Preferential offer / off market/Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/Sale/Pledge/Revocation/Invocation/Other - please specify)	Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

(ii) Value of transaction excludes taxes/brokerage/any other charges

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

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 * lotsize)	Notional Value	Number of units (contracts * lot size)	
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:

Date:

Place:

Appendix- 15
Annual Disclosure of information by Designated Persons

To,
The Compliance Officer,
Apollo Micro Systems Limited
Hyderabad

In compliance of Clause 14 of the Schedule B of PIT Regulations and Regulation 6(4) of the Code

Details relating to the Designated Person		
a)	Name of the person	
b)	Designation	
c)	Name of the organization and address	
d)	Permanent address	
e)	Current Personal address (if different from (d))	
f)	Permanent Account Number ("PAN") or any other identifier authorized by law where PAN is not available	
g)	Phone/ Mobile No.	

Details relating to immediate relatives				
Sr. No.	Name of the Person	Relationship	PAN or any other identifier authorized by law where PAN is not available	Phone/ Mobile No.

Details relating to Person with whom the designated person shares a Material Financial Relationship			
Sr. No.	Name of the Person with whom the designated person shares a Material Financial Relationship	PAN or any other identifier authorized by law where PAN is not available	Phone/ Mobile No.

I _____, hereby consent to provide the aforesaid information under the Data Privacy Laws or any other laws, to the Company and also consent to such information being put on the Database of the Company.

I _____, hereby undertake that the aforementioned information provided by the undersigned above is true and to the best of my knowledge. The information is provided in compliance with Regulation 6(4) of the Code and as per the Schedule B of the Regulations. The undersigned is being made aware that the above information will be kept strictly confidential and will not be shared except under the following circumstances:

- a) Under any proceedings or pursuant to any order of courts or tribunals;
- b) For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law; and
- c) In compliance with applicable laws, regulations, rules and requirements.

Signature:

Name:

Place:

Date:

Notes:

- **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.
- **Material Financial Relationship** means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding 12 months, equivalent to at least 25% of such payer's annual income but shall exclude relationship in which payment is based on arm's length transaction.

Appendix- 16
Disclosure of names of educational institutions and name of past employers

To,
The Compliance Officer,
Apollo Micro Systems Limited
Hyderabad

Sub: Disclosure of information in accordance with Clause 14 of the Schedule B of PIT Regulations and the Code

a)	Name	
b)	Designation	
c)	Name & address of the educational institutions of Graduation and above (including institutions of Post - Graduation/Professional Programmes/Diploma, etc.)	
d)	Names and addresses of all Past employers (including training)	

I _____, hereby consent to provide the aforesaid information under the Data Privacy Laws or any other laws to the Company and also consent to such information being put on the Digital Database of the Company.

I _____, hereby undertake that the aforementioned information provided by the undersigned above is true and to the best of my knowledge. The information is provided in compliance with Insider Trading Regulations of the Code and as per the Schedule B of the Regulations. The undersigned is being made aware that the above information will be kept strictly confidential and will not be shared except under the following circumstances:

- a. Under any proceedings or pursuant to any order of courts or tribunals;
- b. For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law; and
- c. In compliance with applicable laws, regulations, rules and requirements;

Name and Signature:

Place:

Date: