

PREVENTION OF INSIDER TRADING: FAQs

Please note that the purpose of this document is solely to address queries that the employees and directors of Quess Corp Ltd and its subsidiaries (hereinafter together and separately referred to as “Quess” or “Company”) may have regarding compliance with insider trading regulations post listing of the Company. This document intends to provide the target readers with a basic understanding of the nature of compliance requirements and is by no means complete in terms of its scope and coverage. No undertaking or representation is made by the Company regarding the accuracy or correctness of the contents of this document. In case of any queries, readers are requested to get in touch with the Compliance Officer (N.V.S. Pavan Kumar) or refer to the “Code of conduct for Prevention of Insider Trading” which has been uploaded on Quess’ website. Please note that this document is only for circulation to the employees and directors of Quess.

1) What is Insider Trading? How does it impact me?

"trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities of Quess.

In case you are an Insider, any trading carried out by you or your Immediate Relatives, when in possession of Unpublished Price Sensitive Information will be classified as Insider Trading and come under the purview of the “Code of conduct for Prevention of Insider Trading”.

2) How do I know if I am an Insider?

You will receive a communication from the Compliance Officer (N.V.S. Pavan Kumar), if you are classified as an Insider. Once you receive such communication, please note that you and your Immediate Relatives will continue to be classified as Insiders, until further notification otherwise from the Compliance Officer.

3) Who are my Immediate Relatives?

“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 Quess’ securities.

4) I have been designated as an Insider by the Compliance Officer. I know that I or my immediate relatives cannot trade Quess’ securities, when I am in possession of Unpublished Price Sensitive Information. But, what constitutes " Unpublished price sensitive information" ?

“Unpublished Price Sensitive Information” means any information, relating to Quess or its securities, directly or indirectly, that is not generally available which upon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, delistings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and
- (vi) material events in accordance with the listing agreement.

5) What are the restrictions placed on Insiders with regards to trading?

No Insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of Unpublished Price Sensitive Information.

Insider are also prohibited from communicating, counselling or procuring, whether directly or indirectly, any Unpublished Price Sensitive Information to any person including Insiders, who while in possession of such information may deal in the securities of Ques.

6) Why should I not trade if I am an Insider?

Insider trading means dealing in securities of a company by its Directors, Employees or other Insiders based on Unpublished Price Sensitive Information. Such dealings by Insiders erode the investors' confidence in the integrity of the management and are unhealthy for the capital markets.

7) Does this mean I can never trade in Ques shares if I am an insider?

No, you can trade in Ques shares when not in possession of Unpublished Price Sensitive Information; when the trading window is open.

Trading by Insiders shall be subject to preclearance by the Compliance Officer, if the value of the proposed trades is which are more than Rs. 10 Lakhs in value or 50,000 shares or 1% of the total shareholding or voting rights, whichever is lower. No Insider shall apply for pre-clearance of any proposed trade if such Insider is in possession of Unpublished Price Sensitive Information even if the trading window is not closed.

All the persons receiving such clearance shall execute their order within 7 days of pre clearance of trade. If the transaction is not executed within 7 days of such clearance, fresh approval of the Compliance Officer is required.

8) Are there time periods when Insiders are not allowed to trade in Ques securities?

Insiders and their immediate relatives shall not trade in securities when the trading window is closed. The trading window shall be closed when the Compliance Officer determines that an Insider can reasonably be expected to have possession of Unpublished Price Sensitive Information. Such closure shall be imposed in relation to such securities to which such Unpublished Price Sensitive Information relates.

9) What are the occasions when the trading window might be closed?

The trading window shall be closed 7 days prior to and during the time the Unpublished Price Sensitive Information is published. 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.

Other than the period(s) for which the Trading Window is closed as specified hereinabove, the same shall remain open for dealing in the Securities of the Company.

10) I am an Insider and I have been allotted shares in the Quess IPO. Can I sell the shares allotted to me?

In the case of subscription in the primary market (through Quess IPO), Insiders shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

11) What are the filings and disclosures required to be made by Insiders?

	Document	By Whom	Pertaining to Whom	Periodicity
Initial Disclosure	All holdings in securities of the Company at the time of joining	Insiders	Insiders/immediate relatives and any person including those relating to trading by such persons immediate relatives, and by any other person for whom such person takes trading decision.	within 7 days of the date of such appointment
Pre Clearance of Trade	Application for Pre Clearance for trading in securities	Insiders	Insiders /immediate relatives if the value of the securities traded, aggregates to more than Rs. 10 Lakhs in value or 50,000 shares or 1% of the total shareholding or voting rights, whichever is lower	Execute the order within 7 days of receipt of pre clearance approval
	Details of Execution of the deal	Insiders	Insiders /immediate relatives if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs 10 lakhs	Within 2 trading days of the Execution of the deal

In addition to the above, SEBI has enabled listed companies at their discretion, to require any insider to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with these regulations.

12) If a spouse is financially independent and does not consult an insider while taking trading decisions, is that spouse exempted from the definition of 'immediate relative'?

A spouse is presumed to be an 'immediate relative', unless rebutted so.

13) If the scrip of the company is part of any Index, does the exposure to that index of the employee or director also needs to be reported?

Trading in index futures or such other derivatives where the scrip is part of such derivatives, need not be reported.

14) Whom do I approach in case I have any further queries?

Your sole point of contact for answering any queries that you may have regarding insider trading regulations, Code of conduct for Prevention of Insider Trading and disclosure requirements under the same will be the Compliance Officer of Quess – N.V.S. Pavan Kumar. He can be reached at pavan.nvs@quesscorp.com / +91 80 6105 6206