

CODE OF CONDUCT AND CODE TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS

EFFECTIVE DATE: The Policy shall come into effect on: **January 7, 2026**

INTRODUCTION:

This document embodies the policy in respect of Code of Conduct and Code of Fair Disclosures ("Code of Conduct" / "Code") for prohibition of Insider Trading and dealing in securities of the Laxyo Limited (Formerly known as Laxyo Energy Limited) ("the Company"), to be observed by all Employees, Directors, Designated Persons, Immediate Relatives of Designated Persons and Connected Persons, as and where applicable.

This Code of Conduct has been prepared by adopting the standard as set out in the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT Regulations/Regulations") in order to regulate, monitor and report trading by its Employees, Directors, Designated Persons, Immediate Relatives of Designated Persons and other Connected Persons towards achieving compliance with the said Regulations.

The objective of this document is to communicate the Code of Conduct, related to trading in securities of the Company. It is intended to serve as a guideline to all the Employees, Directors, Designated Persons, Immediate Relatives of Designated Persons and Connected Persons while trading in securities of the Company.

DEFINITIONS:

- a) **"Act"** means the Companies Act, 2013 and the rules framed thereunder, as amended from time to time.
- b) **"Audit Committee"** means the committee constituted by the board of directors in accordance with the Section 177 Act and Regulation 18 of LODR Regulations, as constituted from time to time.
- c) **"Board of Directors"** shall mean the Board of Directors of the Company.
- d) **"Company"** means Laxyo Limited (Formerly known as Laxyo Energy Limited).
- e) **"Compliance Officer"** means the company secretary of the company.

f) "Connected Person" means as defined under Rule 2(1)(d) of the SEBI PIT Regulations.

g) "Designated Person" shall include as defined under Regulation 9(4) of the SEBI PIT Regulations.

h) "Employee" means employee of the company.

i) "Insider" means a person who is:

i. a connected person; or

ii. in possession of or having access to unpublished price sensitive information

j) "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;

k) "Investigators" means that person authorised, appointed, consulted or approached by the Chairman of the Audit Committee and includes the Compliance Officer and auditors of the company.

l) "Legitimate Purpose" shall include sharing of Unpublished Price Sensitive Information of the Company in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of SEBI (Prohibition of Insider Trading) Regulations, 2015.

m) "Code" means Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons.

n) "Promoter & Promoter Group" means Promoter & 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.

o) "Trading" means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

p) "Trading Day" shall mean a day on which the recognized stock exchanges are open for trading.

q) "SEBI" means the Securities and Exchange Board of India.

r) "SEBI PIT Regulations" means SEBI (Prohibition of Insider Trading) Regulations, 2015.

s) "Unpublished Price Sensitive Information" means as defined in Rule 2(1)(n) of the SEBI PIT Regulations.

All other words and expressions used but not defined in this Policy, shall have the same meaning as defined in the Companies Act, 2013, SEBI PIT Regulations or any other applicable law or regulation to the extent applicable to the Company.

SCOPE OF COVERAGE:

All Designated Persons and their Immediate Relatives and Connected Persons are governed by this Code of Conduct.

CONFIDENTIALITY:

- Designated Persons and their Immediate Relatives shall maintain the confidentiality of all Unpublished Price Sensitive Information and shall not communicate such information directly or indirectly by way of making a recommendation for purchase or sale of securities.
- Unpublished Price Sensitive Information shall be handled on a need to know basis.
- Unpublished Price Sensitive information shall be disclosed only to those within the Company or Connected Person (s) who need the information for Legitimate Purpose.
- Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password.

TRADING WINDOW CLOSURE PERIOD

1. Designated Persons and their Immediate Relatives shall conduct their dealings in the securities of the Company only when the trading window is open and shall not deal in any transaction involving the purchase or sale of the securities of the Company when the trading window is closed. 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, insolvency professional entities, consultants, banks etc., assisting or advising the Company.

2. Trading Window Closure Period means and includes:

a) In respect of announcement of financial results by the Company, the Trading Window will remain closed from the end of every quarter and shall be opened after 48 hours after the declaration of the financial results.

b) The period commencing from the date on which intimation is given by the Company to the stock exchange of the date of the Board Meeting to be held for consideration / approval of the following items mentioned herein below and ending 48 hours after the information is made public:

- Declaration of Dividend (Interim / Final);
- Issue of Securities by way of Public/Right/Bonus etc.;
- Buy back of securities;

Any other period that the management in consultation with the Compliance Officer may specify, from time to time at its sole discretion.

DISCLOSURE REQUIREMENTS:

Initial Disclosure:

- Every Promoter & Promoter Group, Director, key managerial personnel of the Company shall disclose their holding of securities of the Company as on the date of the SEBI PIT Regulations, 2015 taking effect, to the Company within thirty (30) days of the taking effect of the SEBI PIT Regulations, 2015.
- Every person on appointment as a key managerial personnel or a Director of the Company or upon becoming a Promoter or 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 (7) days of such appointment or becoming a Promoter.
- Every Employee on appointment shall disclose his holdings of securities of the Company as on the date of appointment.

Continual Disclosures:

- Every Promoter & Promoter Group, Designated Persons and their Immediate Relatives shall disclose to the Company the number of such securities acquired or disposed of within two (2) Trading Days of such transaction.
- Every Promoter & Promoter Group, Designated Persons and their Immediate Relatives shall disclose to the Company the number of such securities acquired or disposed off within two (2) Trading Days if the value of the securities traded,

whether in one (1) transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10,00,000/- (Rupees Ten Lakh only) or such other value as may be specified.

- The Company shall notify the particulars of such trading in excess of Rupees 10,00,000/- (Rupees Ten Lakh only) as mentioned in point b above, to the stock exchange on which the securities are listed within two (2) trading days of receipt of the disclosure or from becoming aware of such information.
- **Explanation:** It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause (b) of sub-regulation (II).
- All the dealings in securities of the Company by the Designated Persons and their Immediate Relatives should be disclosed on annual basis, as at 31st March every year to the Compliance Officer along with any additional information as may be required by the SEBI (Prohibition of Insider Trading Regulations), 2015.

Disclosure by Other Connected Persons: The Compliance Officer of the Company at his discretion may require any other Connected Person or class of Connected Persons to make disclosures of holdings and trading in securities of the Company as and when he deems fit in order to monitor compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 in such form and at such frequency as may be determined by the Company.

PRE-CLEARANCE:

Designated Persons and their Immediate Relatives and Employees who intend to dealing companies securities above Rs. 5,00,000 (Rupees Five Lakh) in value in one transaction, during the period other than the trading window closure period, shall have to obtain prior permission from the Compliance Officer by making an application in the prescribed format along with an necessary undertaking.

In case of dealing in Companies securities by the Compliance Officer, prior permission from Managing Director of company shall be obtained. The transaction for which permission is sought shall be carried out within seven (7) trading days after the approval has been obtained. If the order is not executed within seven (7) trading days after the approval is given, the Designated Persons and their Immediate Relatives, Employees shall be required to pre-clear the transaction again.

RESTRICTION ON CONTRA TRADE:

A Designated Persons who is permitted to trade shall not execute a contra trade within six (6) months of the said transaction. The Compliance Officer may be empowered to grant

relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the SEBI (Prohibition of Insider Trading) Regulations, 2015 in that behalf. Provided that the said restriction shall not be applicable for trades pursuant to exercise of stock options, if any.

Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act. In case of contra-trade by the Compliance Officer before expiry of six months, prior permission from Managing Director shall be obtained.

REPORTING BY COMPLIANCE OFFICER:

The Company Secretary designated as such by the Board of Directors will act as the Compliance Officer for the purpose of this Code and will perform the following functions:

- a)** Monitor and administer this Code;
- b)** Process the pre-clearance of trade as per approval matrix;
- c)** Maintain, update and preserve records, as per SEBI (Prohibition of Insider Trading) Regulations;
- d)** Clarify issues regarding the Code and redress the grievances of the Designated Persons;
- e)** Decide and notify the 'No-Trading Period/Trading Window Closure Period' for Designated Persons / select persons or specific departments, as deemed necessary.
- f)** Identify and notify the list of Designated Persons on the basis of specific transactions, as required under the Code.
- g)** The Compliance Officer shall maintain records of all the declarations in appropriate forms given by the Designated Persons for a minimum period of five (5) years.

The Compliance Officer can delegate all or any of the above powers to any authorized Employee of the Company.

PENALTY:

This Code is pursuant to SEBI PIT Regulations, 2015 and any Designated Persons /Employee /Connected Persons who contravenes this Code is liable to be penalised and

appropriate action will be taken against them by the Company after giving reasonable opportunity to them to explain their stand in the matter.

The Company may decide the penalty within the said Code by taking into consideration factors such as knowledge of Unpublished Price Sensitive Information, level of management responsibility, number of securities transacted, whether the breach was deliberate, etc. They shall also be subject to disciplinary action including wage freeze, dismissal, ineligibility for future participation in future stock options, and forfeiture of benefits, etc.

In addition to Company action, the person violating this Code shall be subject to penal action by SEBI as per the Act and SEBI PIT Regulations, 2015. The Compliance Officer shall inform SEBI of any violation of the provisions of the SEBI PIT Regulations, 2015.

GENERAL GUIDELINES:

The decision of the MD & CFO and/or Compliance Officer on any matter relating to this Code shall be final, binding and conclusive.

All correspondence with Company in regard to this Code should be sent to the Compliance Officer and marked "**CONFIDENTIAL**".

a) No Person will divulge any Unpublished Price Sensitive Information to any person who might trade on such information.

b) If a Person becomes aware of any leak or suspected leak of Unpublished Price Sensitive Information, he should promptly inform the Compliance Officer.

c) The Compliance Officer and executives involved shall not divulge any private information related to shareholding of Employees or Designated Person(s).

REVIEW OF THIS CODE:

In the event of conflict, the provisions of SEBI PIT Regulations or other statutory enactments shall prevail over this Code. Subsequent amendments to the SEBI PIT Regulations, Act, or applicable laws shall automatically apply to this Code. Any changes or modification on the Code would be approved by the Board of Directors.