



UNO MINDA LIMITED

(FORMERLY KNOWN AS MINDA INDUSTRIES LIMITED)

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT
TRADING BY INSIDER**

(Under Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015)

UNO MINDA LIMITED

(FORMERLY KNOWN AS MINDA INDUSTRIES LIMITED)

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDER

1. BACKGROUND

- 1.1 The Company endeavours to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information by the Directors, Officers or any other person who have reasonable access to the un-published price sensitive information. The Company is committed to transparency and fairness in dealing with all stakeholders, in ensuring adherence to all laws and regulation.

Every Director, Officers, Designated Person of the Company has a duty to safeguard the confidentiality of all such un-published price sensitive information obtained in the course of his or her work at the Company. No such person may use his or her position or knowledge of the insider information of the Company to gain personal benefit or to provide benefit to any third party in relation to the trading of the Shares of the Company.

To achieve these objectives, Company hereby notifies this Code of Conduct (Code) for prevention of any Insider Trading in the Shares of the Company and this Code is to be followed by all the Directors, Officers and Designated Persons.

2. SALIENT POINTS OF COMPLIANCE OF THIS CODE

- 2.1 This Code is notified to regulate and prevent the trading in shares of the Company by the Designated Persons (as defined in the 'Definition') when they are in possession of any unpublished price sensitive information like financial results, dividends, Change in Capital Structure, mergers, de-mergers, acquisitions, de- listings, disposals and expansion of business and such other transactions, Change in Key managerial personnel or any such other information which may affect the price of shares in the market (Share Market).
- 2.2 To prohibit communicating the un-published Price Sensitive Information and to deal in the shares of the Company when they are in possession of the unpublished Price Sensitive information of the Company till the time the same is disclosed to public.
- 2.3 To define a procedure for approval/disclosure by Designated Persons before trading in the Shares of the Company above a prescribed limit/value.
- 2.4 To define a period prior to declaration of Price Sensitive information, which is called as "Trading Window". No Designated persons of the company will deal in the shares of the Company till the time Trading Window is closed.
- 2.5 To disclose the Shares held by Designated Persons and their immediate relatives to the Company on annual basis in the prescribed format.
- 2.6 This Code has been made pursuant to Regulation 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, hereinafter referred to as the "**Regulations**".

3. Definitions

The definitions as framed in Regulation 2 of Chapter I of the Regulations shall apply and form part of this Code.

“Chief Executive Officer” (CEO) shall mean the Managing Director of the Company.

‘**Code of Conduct**’ or ‘**Code**’ - The Code of Internal Policy of Disclosures and Procedures for Prevention of Insider Trading in the shares of the Company.

‘**Closure of Trading Window**’ means that period which shall be communicated by the Compliance Officer, during which no Director, Officer, Designated Person of the Company shall trade, deal, buy, sell the shares of the Company;

“**Connected person**” means,-

- (i) any person who is or has during the six months prior to the concerned act of dealing in shares of the Company has been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with Company’s 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 Securities and Exchange Board of India Act, 1992 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 SEBI ; 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 a company or his immediate relative or banker of the company, having more than ten per cent of the holding or interest in the Company.

“**Designated Persons**” shall mean the following:

- (i) All Directors on the Board of the Company;
- (ii) Promoters and Promoter Group;
- (iii) Key Managerial Personnel (Key Managerial Persons as defined under the Companies Act, 2013);
- (iv) Employees of the Company or its subsidiary, Associate or Joint venture Company, on a case-to-case basis, who could be reasonably expected to have access to Unpublished Price Sensitive Information relating to the Company, to be decided by the Compliance Officer/Chief Financial Officer;
- (v) Such other persons including persons in contractual, fiduciary or advisory capacity with the Company, who may be designated as such from time to time, by the Compliance Officer, for the purpose of this Code; and
- (vi) Auditors

- (vii) Immediate Relatives of the persons specified in (i) to (v) above.
- (viii) Any other person who on the basis of their role and function in the Company, as decided by the Compliance Officer/Chief Financial Officer, from time to time who is reasonably expected to have access to unpublished price sensitive information(s) relating to the Company..
- (ix) Chief Executive Officer and employees upto two levels below Chief Executive Officer of the Company, intermediary, fiduciary and its material subsidiaries irrespective of their functional role in the Company or ability to have access to unpublished price sensitive information;
- (x) Any support staff of the Company, intermediary or fiduciary such as IT staff or secretarial staff as decided by the Compliance Officer of the Company who have access to unpublished price sensitive information.

“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.

"Insider" means any person who is

- (i) a connected person; or
- (ii) in possession of or having access to Unpublished Price Sensitive Information.

Further, any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of Regulation.

‘Insider trading’ - means when Insiders/Directors/ Designated Persons of the Company use Unpublished Price Sensitive information to arrive at the decision to deal and trade (buy or sell) in the Shares of the Company.

“Legitimate Purpose” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulation.

“Promoter” and “Promoter Group” shall have the meaning assigned to it under the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modifications thereof.

“Regulation” -means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

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

"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.

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

4. PROHIBITION ON DEALING COMMUNICATING OR COUNSELLING ON MATTERS RELATING TO INSIDER TRADING

- i. No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to Company or securities of the company or securities proposed to be listed by company, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- ii. No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to Company or securities of the Company or securities proposed to be listed by the Company except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- iii. Notwithstanding anything contained in this Code, unpublished price sensitive information may be communicated, provided, allowed access to or procured, in terms of the provisions of Regulation 3(3) and 3(4) of the **Regulation**
- iv. The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under the regulations along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

Trading by insiders, designated persons including promoters, non-individual insiders when in possession of unpublished price sensitive information shall be governed by Regulation 4 of the **Regulation**.

5. COMPLIANCE OFFICER

The Company has appointed Company Secretary as compliance officer and in his absence Chief Financial Officer of the Company, who shall report to the Managing Director and will be responsible for the Compliance of the Code.

- (i) The compliance officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of “Price Sensitive Information”, pre-clearing, of designated persons’ and their dependents’ trades (directly or through respective department heads), monitoring of trades and the implementation of the code of conduct under the overall supervision of the Board.
- (ii) The compliance officer shall maintain a record of all Insiders and Designated Persons and disclosures made by them;
- (iii) The compliance officer shall assist all Insiders and Designated persons in addressing any clarifications regarding the Regulation and the Company’s Code of Conduct.
- (iv) Obtaining disclosures from Insiders and Designated Persons and to give information, in respect of the disclosures received, to all the stock exchanges where the Securities are listed, as applicable.
- (v) The compliance officer shall report to the Board of Directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors **ANNUALLY/HALF YEARLY**.

- (vi) The compliance Officer shall do all such things as provided in the Regulations as may be prescribed by SEBI from time to time.

6. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

All Directors, Senior Officers, Designated Persons shall maintain the confidentiality of all Unpublished Price Sensitive Information.

Need to know

Price Sensitive Information is to be handled on a “need to know” basis and no Unpublished Price Sensitive Information shall be communicated to any person except in furtherance of legitimate purposes, in the course of performance of duties or in discharge of legal obligations

Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.

7. PREVENTION OF MISUSE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Trading Window

Designated persons may execute trades subject to compliance with this Code and the regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the Designated persons.

The Trading Window shall be closed when the Compliance Officer 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 to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed. In case of declaration of financial results, the Trading Window shall be closed during the period beginning from the last day of any financial period for which results are required to be announced and ending 48 (forty eight) hours after the public release of such results. The gap between clearance of accounts by the Audit Committee and the Board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

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. and their immediate relatives, assisting or advising the company.

The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

Trading Plans

An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

Such 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 and the second trading day after the disclosure of such financial results;
- (iii) entail trading for a period of not less than twelvemonths;
- (iv) not entail overlap of any period for which another trading plan is already in existence;
- (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- (vi) not entail trading in securities for market abuse.

The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek express undertakings that:

- (i) the person is not in possession of unpublished price sensitive information; or
- (ii) he would ensure that any unpublished price sensitive information in his possession becomes generally available before he commences his trades; or as may be necessary to enable such assessment and to approve and monitor the implementation of the plan. The compliance officer may thereafter approve the 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 outside the scope of the trading plan.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information.

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

Provided further that pre-clearance of Trades shall not be required for a Trade executed as per an approved trading plan.

Provided further that trading window norms and restrictions on contra trade shall not be applicable for Trades carried out in accordance with an approved trading plan.

8. PRE-CLEARANCE OF TRADES

When the trading window is open, trading by designated persons shall be subject to preclearance by the compliance officer, if the value of the proposed trades is 500 shares or Rupees. 5 Lacs in value, whichever is lower in a week (either in one transaction or in a series

of transaction).

An application cum undertaking shall be made in **Form-I** (enclosed as Annexure), to the Compliance Officer at least 2 day before the intending day of the transaction for sale and purchase.

No designated person shall 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.

In case of the Compliance Officer intending to deal in the Securities of the Company beyond the threshold limit, the pre-clearance of the Chief Financial Officer/Managing Director or in their absence, the Chairman of the Board, will have to be obtained.

The compliance officer shall confidentially maintain a list of such securities as a “**restricted list**” which shall be used as the basis for approving or rejecting applications for preclearance of trades.

Designated persons shall execute their transactions in respect of securities of the Company within seven (7) trading days after the approval of pre-clearance is given failing which the transaction has to be pre-cleared again. In case the designated persons intend not to trade after securing pre-clearance, he/she shall inform forthwith to the Compliance Officer. Designated Persons executing pre-cleared Trades shall file within 2 working days of the execution of the Trade, the details of such Trade, with the Compliance Officer.

The Designated Persons shall not, within six months of buying or selling any number of Securities of the Company, enter into an opposite transaction or contra trade i.e. sell or buy, as the case may be, any number of the Securities of the Company.

The Compliance Officer can grant relaxation from strict application of the above restriction after recording the reasons in writing in this regard provided that such relaxation does not violate the Regulations.

In case a contra trade is executed in less than 6 months, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act. Provided that this shall not be applicable for trades pursuant to exercise of stock options.

9. TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

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.

Save as provided in this Code and the Regulations, no insider shall trade in securities of the Company when in possession of unpublished price sensitive information except as provided in **Clause 4 of Regulations**.

Insiders shall maintain the confidentiality of all unpublished price sensitive information. They shall, while in possession of any unpublished price sensitive information, neither deal in the securities of the Company on the basis of unpublished price sensitive information nor 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.

10. REPORTING REQUIREMENTS

Initial Disclosures

Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or member of 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 (7) seven days** of such appointment or becoming a promoter in “**Form B**”

Continual Disclosures

Every promoter, member of promoter group, designated person and director of the Company shall disclose in “**Form C**” to the Company the number of such securities* acquired or disposed of **within (2) two trading** days of such transaction, if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified by Board in writing;

The Company shall notify the particulars of such Trading to the stock exchange on which the Securities of the Company are listed within 2(two) Trading Days from the receipt of such disclosure or becoming aware of such information.

The disclosure of the incremental transactions after any disclosure shall be made when the transactions effected after the prior disclosure crosses the threshold specified in this clause.

Disclosures by other connected persons

Connected person will make disclosures of holdings and trading in securities of the company in “**Form D**” annually to the company in order to monitor compliance with these regulations.

* Trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for the purpose of making Initial/Continual disclosures as required in Clause 10 above. (**Clause 6 of Regulations**)

Annual Disclosures

Every Director/Officer/Designated Persons shall furnish to the Compliance Officer, Annual statement of all holdings in securities of the Company in **Form II** respectively as on March 31st every year.

Preservation of Disclosures

The disclosures made under these regulations shall be maintained by the Compliance Officer, for a minimum period of **(5) five years** in such form as may be provided in the Regulations.

11. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING

- (a) The Compliance Officer shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading.
- (b) The internal controls shall include the following:
 - (i) all Employees who have access to Unpublished Price Sensitive Information are identified as designated Employee;
 - (ii) all the Unpublished Price Sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of the SEBI Regulations;
 - (iii) adequate restrictions shall be placed on communication or procurement of Unpublished Price Sensitive Information as required by the SEBI Regulations;
 - (iv) lists of all Employees and other persons with whom Unpublished Price Sensitive Information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such Employees and persons;

- (v) all other relevant requirements specified under the SEBI Regulations shall be complied with; and
- (vi) periodic process review to evaluate effectiveness of such internal controls.

Policy and procedures for inquiry in case of leak of UPSI or suspected leak of UPSI, has been formulated by the Company and duly approved by Board (enclosed as Annexure E). Accordingly, the Chairman/Chairperson of Audit Committee/CFO/Compliance Officer of the Company shall initiate appropriate inquiries on becoming aware of leak of UPSI or suspected leak of UPSI and promptly inform SEBI.

The Whistle-blower policy of the Company, a copy of which is available on the website of the Company, enables employees to report instances, if any, of leak of UPSI.

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

COMPLIANCE WITH CODE OF CONDUCT

When a person who has traded in securities has been in possession of UPSI, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession. The onus is on the Insiders to prove that they are innocent.

Disclosure by Designated Persons

The Designated Person shall disclose the following information to the Company on Annual basis within 30 days from the end of the financial year and on continual basis, as and when the information changes, within 2 days of such change:

- (i) Immediate relatives
- (ii) Persons with whom such designated persons(s) shares a material financial relationship
- (iii) his/her Phone, mobile and cell numbers;
- (iv) his/her Permanent Account Number or any other identifier authorized by law; and
- (v) the names of educational institutions from which Designated Persons have graduated and names of their past employers.

Explanation –The term “material financial relationship” shall mean 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 (twelve) months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

To prevent the misuse of UPSI, the Company adopts the “Chinese Wall” procedure which separates those designated persons of the Company who routinely have access to UPSI, considered ”inside-areas” from those departments which deal with sale/ marketing or other departments providing support services, considered ”public-areas”.

The Managing Director or Chief Financial Officer or the Compliance Officer of the Company, shall decide on how and when any person(s) should be brought ‘inside’ on any proposed or ongoing sensitive transaction(s). A person(s) shall be brought inside on any proposed or ongoing sensitive transaction(s) of the Company who may be an existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc. for legitimate purpose which shall include the following;

- (i) in the ordinary course of business.
- (ii) in furtherance of performance of duty(ies);
- (iii) for discharge of legal obligation(s).
- (iv) for any other genuine or reasonable purpose as may be determined by the Compliance Officer

- of the Company; and
- (v) for any other purpose as may be prescribed under the SEBI Regulations or any other law for the time being in force, in this regard, as may be amended from time to time.

Any person(s) who has/have been brought inside on any proposed and/or on going sensitive transaction(s) and in receipt of Unpublished Price Sensitive Information shall be considered an “Insider” for purposes of this Code and due notice shall be given to such persons, in the format as set out in by the Compliance Officer from time to time:

- (i) To make aware such person that the information shared is or would be confidential;
- (ii) To make aware to such person the duties and responsibilities attached to the receipt of such information and the liability attached to misuse or unwarranted use of such information.

12. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT

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

Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in employee stock option plans, etc.

The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

13. INFORMATION TO SEBI IN CASE OF VIOLATION OF CODE

In case any violation of the Regulation or the Code is observed by the Board of Directors or by Compliance Officer, the same shall be informed to SEBI.

- 14.** The provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) and any clarification issued by SEBI & Stock Exchange(s), shall automatically apply and be part of this Code.

Form I

(Clause of Code of Conduct for Pre-Clearance of Trades)

To
The Compliance Officer
Uno Minda Limited (Formerly known as Minda Industries Limited)

I. Details of Shareholding of Director, Officer, Designated Employees held in their own Name.

Name	Designation	Department	No of Shares Held (With Folio No./DP ID/Client ID)	Nature of Transaction for which Approval is sought.(Buy or Sell)	No of Shares to be Dealt.

II.Details of Shares held by Dependent Family Members*.

Name	Designation	Department	No of Shares Held (With Folio No./DP ID/Client ID)	Nature of Transaction for which Approval is sought.(Buy or Sell)	No of Shares to be Dealt.

* dependent Family Members shall include dependent parent, dependent children under the age of 21 years, dependent spouse and any other person/s dependent on the person making declaration

With reference to the Clause No _____ of the Code, I seek the approval to buy/sell _____ no of Equity Shares of the Company and I undertake as follows:

- (a) That I do not have any access or has not received “Price Sensitive Information ”up to the time of signing the undertaking.
- (b) That in case I have access to or receives “Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction I shall inform the Compliance Officer of the change in my position and that I would completely refrain from dealing in the securities of the company till the time such information becomes public.
- (c) That I have not contravened the code of conduct for prevention of insider trading as notified by the company from time to time.
- (d) That the Shares to be sold have been held by me/us for a minimum of 30days.
- (e) That I have made a full and true disclosure in the matter.

Place:

Date:

Signature_____

PRE-CLEARANCE ORDER

This is to inform you that your request for dealing in _____ number of shares of the Company as mentioned in your above mentioned application is approved. Please note that the said transaction must be completed on or before _____, i.e. within 7 trading days from today.

Date:

Place:

Signature: _____

Compliance Officer:

FORM A
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
(Regulation 7(1)(a) read with Regulation 6(2))

Name of the Company: _____

ISIN of the Company: _____

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

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP/Directors/ immediate relatives/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms

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

Signature:

Designation:

Date:

Place:

FORM B
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
(Regulation 7(1)(b) read with Regulation 6(2))

Name of the Company: _____

ISIN of the Company: _____

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

Name, PAN No., CIN/DIN & address with Contact nos.	Category of Person (Promoters/ KMP/Directors/immediate relatives/others etc)	Date of appointment of Director/KMP or Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP		Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP	
			Type of security (For eg. –Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms

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

Signature:

Designation:

Date:

Place:

FORM C
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
(Regulation 7(2) read with Regulation 6(2))

Name of the Company: _____

ISIN of the Company: _____

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

Name, PAN, CIN/ DIN & address with Contact nos.	Category of Person (Promoters/KMP/Directors/ immediate relatives/ others etc)	Securities held prior to acquisition /disposal		Securities acquired/Disposed		% of Shareholding		Date of allotment advice/acquisition of shares/sale of shares specify		Date of intimation to company	Mode of acquisition(mark et purchase/ public rights/ preferential offer/ off market/ Inter- se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc)		Exchange on Which the trade was executed
		Type of security (For eg.- Shares, Warrants, Convertible Debentures etc.)	No.	Type of Security (For eg.- Shares, Warrants, Convertible Debentures etc.)	No.	Pre trans action	Post trans action	From	To			Buy	Sell	

											Value	Number of units (contracts *lot size)	Value	Number of units (contracts *lot size)	

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

Designation:

Date:

Place:

FORM D
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Regulation 7(3)- Transactions by Other connected persons as identified by the company

Name, PAN No., CIN/DIN & address of connected persons, as identified by the company with contact no.	Con n e c t i o w i t h c o m p a n y	Securities held prior to acquisition /disposal		Securities acquired/Di sposed		% of Shareholdin g		Date of allotment advice/acquisit ion of shares/sale of shares specify		Date of intimat ion to compa ny	Mode of acquisition (market purchase/ public rights/ preferential offer/off market/Inter -se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc)		Excha nge on Which the trade was execut ed
		Type of securit y (For eg.- Shares, Warran ts, Conver tible Debent ures etc.)	No.	Type Of Secure Ty (For eg.- Share s, Warr ants, Conv ertibl E Debe nture s etc.)	No.	Pre Trans action N	Post trans actio n	From	To			Buy	Sell	

												V a l u e	Nu m b e r o f u n i t s (c o n t r a c t s *1 o t s i z e)	Val ue	N u m b e r o f u n i t s (c o n t r a c t s *1 o t s i z e)		

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of

SEBI (Prohibition of Insider Trading) regulation, 2015. Signature:

Designation:

Date:

Place:

ANNEXURE E

POLICY FOR INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

*[Under Regulation 9A of Securities and Exchange Board of India
(Prevention of Insider Trading) Regulations, 2015]*

1. Background

Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended (“SEBI PIT Regulations”) mandates 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 SEBI promptly of such leaks, inquiries and results of such inquiries.

2. Applicability

This Policy shall be applicable with effect from April 1, 2021.

3. Scope

This Policy deals with-

Formulating procedures for inquiry such as initiating inquiry, reporting, etc. in case of leak or suspected leak of UPSI.

Strengthening the internal control system to prevent leak of UPSI.

Penalizing any insider who is found guilty of violating this policy.

4. Definitions

The definitions of some of the key terms used in the Policy are given below. Capitalised terms are not defined herein shall have the meaning assigned to them under the Code/SEBI PIT Regulations.

“**Leak of UPSI**” means communication of information which is/deemed to be UPSI by any person, who is in possession of UPSI, to any other person, directly or indirectly, overtly or covertly, or in any manner whatsoever, except for legitimate purposes, performance of duties or discharge of legal obligations.

“**Suspect**” means the person or persons against or in relation to whom an inquiry is initiated in case of leak or suspected leak of UPSI.

“**Whistle Blower**” means an employee of a Company making a disclosure under the Whistle Blower Policy.

“**Working days**” means working days of the Company.

5. Procedure for inquiry in case of Leak or suspected Leak of UPSI

a) Source of information relating to leak of UPSI

The Chairman of Audit Committee or the CFO or the Compliance Officer may on becoming aware suo-moto or on receipt of a written intimation of leak or suspected leak of UPSI from:

- a) the Suspect
- b) any other person, including employees of the Company
- c) regulators

follow the below mentioned procedure in order to inquire and/or investigate the matter.

b) Preliminary Inquiry:

The object of preliminary inquiry is fact-finding, 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 initiate further investigation/inquiry.

The Compliance Officer shall forthwith forward such intimation to the Chairman /Chairperson of the Audit Committee, MD and/or CFO and conduct a preliminary inquiry. The said inquiry shall be completed no later than 5 working days from the date of receipt of such intimation and report thereof shall be circulated to the Chairman /Chairperson of Audit Committee/MD/CFO.

c) Intimation of Leak or suspected Leak of UPSI

If in the opinion of Chairman /Chairperson of Audit Committee/MD/CFO and/or Compliance Officer, the preliminary inquiry report warrants further investigation, the same shall be submitted to:

- a) The Board of Directors
- b) Inquiry Committee for detailed investigation

The Compliance Officer shall intimate SEBI about such Leak or suspected Leak of UPSI as may be required.

d) Inquiry Committee

Inquiry Committee shall consist of the following persons or any person nominated by such officers from their department-

- i. Chief Financial Officer
- ii. Company Secretary & Compliance Officer
- iii. Chief Human Resources Officer
- iv. Head Audit & Risk Management
- v. Head Corporate Finance and Communication
- vi. Any other person nominated by the CFO

If any member of Inquiry Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and other members of Inquiry Committee should deal with the matter on hand.

e) Investigation by Inquiry Committee

Upon receipt of the report of the preliminary inquiry and all other supporting documents, the Inquiry Committee is required to initiate the investigation. The said investigation shall be completed within 15 working days from the date of receipt of report of the preliminary inquiry. The Inquiry Committee's investigation report shall be submitted to the Compliance Officer. The Compliance Officer shall place the report before the MD, CFO and the Audit Committee and summary report shall be submitted to Board immediately, and such report shall also be submitted to SEBI as may be required.

6. Powers of the Inquiry Committee

For purpose of conducting inquiry, the Inquiry Committee may:

- a) call upon
 - i. such employees/individuals to seek clarification or information pertaining to the leak.
 - ii. persons involved in generation of the original data for purpose of determination of key figures pertaining to financial figures.
 - iii. persons involved in the consolidation of the figures for the financial results.
 - iv. persons involved in the preparation of board notes and presentations.
 - v. persons involved in dissemination of information relating to financial results in the public domain.
 - vi. any other persons who had access to the information.
 - vii. any market intermediaries, fiduciaries and other person/ entities who have access to UPSI for inquiry conducted for leak of such UPSI.
- b) at its discretion, invite external investigators/experts.
- c) take necessary actions including sending the Suspect on leave, restrict physical access to the office premise, freeze access to systems, electronic devices, emails, etc., during the pendency of the investigations for fair conduct of the proceedings.
- d) keep the identity of the Suspect confidential till the completion of inquiry unless it is essentially required for the purpose of investigation.

- e) notify the Suspect of the allegations at the outset of internal investigation and provide him opportunity to represent his case and submit evidence.
- f) do all such acts, deeds, matters and things as are necessary for the purpose of conduct of internal investigation.

7. Rights and Obligations of the Suspect

- a) The Suspect shall-
 - i. co-operate with the Inquiry Committee during the investigation process.
 - ii. have a right to consult with a person or persons of their choice, other than members of Inquiry Committee.
 - iii. right to be informed of the outcome of the investigation
- b) The Suspect(s) has the responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witnesses shall not be influenced, coached, threatened or intimidated by the Suspects.
- c) Unless there are compelling reasons not to do so, Suspects will be given the opportunity to respond to material findings contained in investigation report. No allegation of wrongdoing against a Suspect shall be considered as maintainable unless there is good evidence in support of the allegation.

8. Consequences of non-compliance

- a) The disciplinary action against Suspect may be taken within 15 working days from receipt of investigation report by the Audit Committee in consultation with the Board of Directors or any other person authorised by the Board.
- b) The disciplinary action may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in the Company's stock option plans or termination, as may be decided by the Audit Committee or the Board of Directors or any other person authorised by the Board.
- c) SEBI or any other appropriate regulatory authority would also be informed of such violation who may take appropriate action against the Suspect.

9. Policy Review

The Policy shall be reviewed periodically and at least once a year. In the events of inconsistency of this Policy with any legal provisions, the provisions of the law shall prevail.

10. Implementation Responsibility

Implementation of this Policy shall be the responsibility of the Compliance Officer, who shall have the power to seek any information or clarification(s) from the Management, Audit Committee and the Board of Directors in this regard.