



**JYOTI CNC AUTOMATION LIMITED**

CIN: U29221GJ1991PLC014914

Regd. Off.: G – 506, Lodhika GIDC, Kalawad Road,

Metoda, Rajkot – 360 021.

**Date:** May 31, 2024

To,  
The Department of Corporate Services,  
**BSE Limited, Mumbai**

To,  
The Listing Compliance Dept.  
**National Stock Exchange of India Ltd, Mumbai**

BSE Script Code: 544081

NSE Script Symbol: JYOTICNC

Dear Sir/ Madam,

**SUB : CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING PURSUANT TO REG 8(2) OF THE SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015 (“SEBI PIT REGULATION”)**

Pursuant to Regulation 8(2) of the SEBI PIT Regulations please find attached herewith the Code of Conduct for Regulating, Monitoring and Reporting of trading by insiders of JYOTI CNC AUTOMATION LIMITED framed under Regulation 8 (1) of SEBI PIT Regulations.

Please take the same on your records.

Thanking You,  
**For Jyoti CNC Automation Limited**

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**Maulik B Gandhi**  
**Compliance Officer and Company Secretary**  
**Membership No.: F8819**

**Encl.: Code of Conduct for Prevention of Insider Trading.**

**1] Preamble:**

There are certain information and data which are sensitive in nature considering its impact on Price of Security of the Company and hence the same is called Unpublished Price Sensitive Information (**UPSI**). Such UPSI, if made publicly available, may materially impact the market price of the listed security of the company. Further, such UPSI may either be possessed by some employees of the company in regular course of business of the company and/or shared with outsider for business purposes. If any person trades on the basis of UPSI, it could result in an undue advantage to such person.

Hence, in order to regulate, monitor and report trading in listed Security of the Company by such persons, this Code of Conduct is formulated in pursuant to the provisions of Regulation 9 of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, and approved by the Board of Directors of the Company.

This Code is applicable to Designated Persons and their immediate relatives, subsidiaries and associates.

**2] DEFINITIONS:**

- 2.1] **Act**” means the Securities and Exchange Board of India Act, 1992.
- 2.2] **Board**” means the Board of Directors of the Company.
- 2.3] **Code**” means this Code of Conduct for Regulating, Monitoring and Reporting of trading by insiders of JYOTI CNC AUTOMATION LIMITED.
- 2.4] **Company**” means Jyoti CNC Automation Limited
- 2.5] **Compliance Officer**” means a senior officer, designated so and reporting to the Board of Directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI PIT Regulations 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.
- 2.6] **Insider Trading Regulations**” means Securities & Exchange Board of India (Prevention of Insider Trading) Regulations, 2015, as amended from time to time.

Explanation: The term ‘financially literate’ shall bear the meaning as defined under the SEBI PIT Regulations.

Capitalized Terms not defined herein shall have the meaning assigned to them under the Company’s Code of Practice and Procedure for Fair Disclosure of Unpublished Price Sensitive Information or as defined in the Act, Listing

Regulations, Insider Trading Regulations or any other applicable law or regulations, amended from time to time.

### **3] Role of the Compliance Officer**

- 3.1. The Compliance Officer will ensure compliance with the SEBI Regulations for prevention of Insider Trading. 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 Audit Committee and the Board of Directors on an annual basis but not less than once in a year.
- 3.2. The Compliance Officer shall administrate this Code and also undertake actions as are prescribed to it under the Regulations (such as approval and disclosure of the trading plan of Insiders to the stock exchanges on which the Securities of the Company are listed).
- 3.3. The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and this Code of Conduct.

### **4] Legitimate Purpose:**

An Insider shall not share UPSI with any person including other Insider(s) except where such communication is in the ordinary course of business or on a need to know basis and in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Legitimate Purpose shall include sharing of UPSI on need-to-know basis by an Insider with Promoters, Lenders, Customers, Suppliers, Merchant Bankers, Legal Advisors, Auditors or Other Advisors or Consultants, etc. provided that such sharing has not been carried out to evade or circumvent the restrictions, prohibitions under this Code or under Insider Trading Regulations. An Insider before so sharing the UPSI with any other person shall notify him/her that the information is UPSI and to maintain confidentiality of the same. Further, the Insider shall get an undertaking on confidentiality executed by the recipient of UPSI and forward the same to the Compliance Officer.

### **5] Restriction on Trading in Securities of Company by an Insider when in Possession of Unpublished Price Sensitive Information:**

No Insider shall trade in listed securities of the company when in possession of an unpublished price sensitive information.

Provided that the Insider may prove his innocence by demonstrating the circumstances as defined in the Insider Trading Regulations.

### **6] Trading Plans:**

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

- 6.1 Such Trading Plan shall:
- a. not entail commencement of trading on behalf of the Insider earlier than six months from the public disclosure of the plan;
  - b. not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
  - c. entail trading for a period of not less than twelve months;
  - d. not entail overlap of any period for which another trading plan is already in existence;
  - e. set out either the value of trades to be effected or the number of the Company's 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
  - f. not entail trading in securities for market abuse.
- 6.2 The Compliance Officer shall review the Trading Plan to assess whether the plan would have any potential for violations of SEBI (Prohibition of Insider Trading) Regulations 2015 and 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.
- 6.3 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.
- However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation of the plan and 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. The Compliance Officer shall be the final authority to decide on the deferment of the Trading Plan.
- 6.4 Upon approval of the trading plan, the compliance officer shall notify the plan to the Stock Exchanges on which the securities are listed.

## **7] Trading Window:**

The Company shall periodically specify the trading period to be called "Trading Window" for trading in the Company's Securities. The Trading Window will remain closed when the Compliance Officer determines that the Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information. When the Trading Window is closed, the Designated Persons and their Immediate Relatives shall not trade

in the Company's Securities during that period. The Trading Window shall be inter alia closed for the following purposes:

- a. Declaration of financial results (Quarterly, Half-yearly & Annual);
- b. Declaration of dividend (Interim & Final);
- c. Change in capital structure including but not limited to issue of securities by way of public/ rights/ bonus and buy back of securities;
- d. Announcement of any major expansion plans or execution of new projects;
- e. Mergers, Demergers, Acquisitions and Delisting
- f. Disposal of whole or substantially the whole of the undertaking. Major Expansion of Business
- g. Material events in accordance with the Listing Agreement

The time for commencement of closing of trading window shall be decided by the Compliance Officer.

The Trading Window shall open at least 48 (forty eight) hours after the quarterly / half yearly or annual financial results or the decision of the Board of Directors on the matters mentioned in para 7.1, as the case may be, have been communicated to the Stock Exchanges.

The Insider and their immediate relatives shall not undertake any trades directly or indirectly during the periods when the Trading Window is closed.

The restriction to trade in the Company's securities as stipulated in 7.4 above 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.

All communication regarding the closing and opening of the Trading Window will be sent by e-mail to the Designated Persons and will also be notified to the Stock Exchanges and uploaded on the Company's website. However, irrespective of whether such communication is received, the Insiders governed by this code should mandatorily verify whether the trading window is open before undertaking any transactions in respect of the Company's securities. Non receipt of communication regarding closure of trading window will not justify a transaction done during the period when the trading window was closed.

In respect of Employees Stock Options, if any, the employees covered under the list of Designated Persons can exercise the options when the trading window is closed. However, selling of shares allotted on exercise of the options is not allowed when the trading window is closed.

Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results.

## **8] Pre-Clearance of Trade:**

The Insiders who intend to trade in the Company's securities should obtain preclearance from the Compliance Officer if the transaction/s (either single or cumulative) aggregates to the total traded value in excess of Rs. 2 lakhs over any calendar quarter.

However, no Designated Person shall be entitled to apply for pre-clearance of any proposed trade by himself or his Immediate Relative if such Designated Person/ Immediate Relative is in possession of Unpublished Price Sensitive Information even if the Trading Window is not closed and hence he shall not be allowed to trade.

Applications seeking pre-clearance should be made in the application form provided in Annexure - A. For expediting matters, pre-clearance may be sought by the concerned person and given by the Compliance Officer by e-mail and this should be followed invariably by written application form. Transactions can be carried out based on pre-clearance obtained on email. Pre-clearance shall be generally given within two working days.

Once pre-clearance is given for a transaction the trade should be executed by the Insiders within seven trading days from the date of the pre-clearance. If the trade is not executed within the period stipulated as aforesaid, the Insider must obtain a fresh pre-clearance. In the event the period between the date of the aforesaid approval and the commencement of the closure of the Trading Window is less than 7 trading days, then the said transaction shall be executed within such lesser period.

Any person who have obtain pre-clearance shall file the details of the transactions in the format prescribed under Annexure - C with the Compliance Officer within 30 days of granting approval. Even in cases where the transaction has not been undertaken, the same should be reported in the above format.

#### **9] Holding Period and Prohibition on Contra Transaction:**

Insiders who buy or sell any number of securities of the Company (excluding exercise of Stock Options under the Stock Option Scheme of the Company) shall not enter into an opposite transaction i.e. sell or buy as the case may be, of any number of such securities during the next six months period following the prior transaction.

In case of subscription in the primary market (i.e. initial or follow-on public offers) which includes securities allotted against Employee Stock Options, the Insiders shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer upon receipt of an application from such Insider and after recording in writing, the reasons in this regard. Such application to be made in the form prescribed in Annexure - D.

#### **10] Disclosure:**

The disclosures to be made by any person under this Code shall include those relating to trading by an Insider.

The disclosures of trading in securities 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.

##### **10.1] Initial Disclosure:**

Every person on appointment as a Director or the Key Managerial Personnel of the Company or any person 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 re-appointment or becoming a Promoter or Designated Person, to the Company within seven days of such appointment or becoming in the format given in Annexure - E.

10.2] Continual Disclosure:

Every Promoter, member of the promoter group, Director and Designated Persons shall disclose to the Company in the format given in Annexure - F, the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities so 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 or such other value as may be specified by the Regulations.

10.2.1] Disclosure by the Company to the Stock Exchange(s):

Within 2 trading days of the receipt of intimation under para 10.2 above, the Compliance Officer shall disclose to all the Stock Exchanges on which the Company's securities are listed, the information so received.

10.3] Annual Disclosure:

The Directors and Designated Persons shall disclose to the Compliance Officer the number of securities held by them in the Company as on 31st March each year as per the format given in Annexure - G. They shall also disclose the number of securities in the Company held by their dependents (spouse and dependent children). This disclosure should be made before the 31st April each year. This disclosure should be made even if the shareholding is NIL as on 31st March of each year. The Directors and Designated Persons shall also give an annual confirmation of their adherence to the Code.

The Compliance officer shall maintain records of all such declarations in the appropriate form given by the Directors/ Officers/ Insiders for a minimum period of five years.

## 11] **Penalty for contravention of the code of conduct**

- 11.1. Every Insider shall be individually responsible for complying with the provisions of this Code (including to the extent the provisions hereof are applicable to his/her dependents).
- 11.2. Any Insider who trades in securities or communicates any information for trading in securities of the Company, in contravention of this Code may be penalized and appropriate action may be taken by the Company.
- 11.3. Designated Persons who violate this Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc. The penalties /disciplinary action will be decided by the Board/Committee of the Board based on reports submitted by the Compliance Officer.
- 11.4. 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. For this purpose the Compliance Officer shall inform SEBI if there is any violation of the Code and SEBI Regulations.

**12] Confirmation**

This Code of Conduct for prevention of Insider Trading in respect of securities of the Company and the code of conduct for Fair Disclosure of Unpublished Price Sensitive Information has been uploaded on the Company's website. All Insiders hereby acknowledge having read and fully understood their obligations herein and have undertaken to unconditionally abide by the same.

The responsibility of compliance shall be entirely on the Insiders including any violation by their immediate relative.

**13] Code Review:**

The Code shall be reviewed periodically in accordance with changes or any regulatory requirements from time to time.



**Annexure A****APPLICATION CUM UNDERTAKING FOR PRE – CLEARANCE**

(In pursuant to Regulation 9(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015)

**Date:**

To,  
The Compliance Officer,  
Jyoti CNC Automation Limited  
G – 506, Lodhika GIDC, Kalawad Road,  
Metoda, Rajkot – 360 021.

**Sub.: Application for Pre – Trading Approval in Equity Shares of the Company.**

Dear Sir,

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and Company's Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders, I, \_\_\_\_\_(Name), Promoter / Member of Promoter Group / Immediate Relative of Promoter or Promoter Group, or Director / Employee of the Company (Delete Whichever is not applicable), seek approval for trading in equity shares of the company as below.

Name of Applicant	
Reason for being Insider	
No. of Shares Held (As on date of this application)	
PAN	
Demat Account No.	
Nature of Proposed Transaction (Buy / Sale / Trade / Ors.)	
Proposed Number of Shares	
Price at Which Transaction is Proposed	
Closing Price (As on Previous Trading Date of this application)	
Whether Proposed Transactions will be through Stock Exchange or off market trade	

I further declare that –

- 1) Till date of signing of this application, I am not in possession of or otherwise privy to any Unpublished Price Sensitive Information (as defined in aforesaid Company's Code of Conduct);
- 2) In the event I access to or received any Unpublished Price Sensitive Information after signing of this application but before executive of proposed transaction for which this application is being made, I shall inform the Compliance Office accordingly and shall undertake the proposed transaction.
- 3) I have not contravened or violated the provisions of the said Code of Conduct as notified by the Company.
- 4) I undertake that all facts and statement made by me in this application are true and correct.

I undertake to execute the transaction proposed vide this application within 7 trading days of receipt of approval failing which I will apply again for pre – trading.

Further, I will submit report in Form C, on transaction executed by me within 2 working days from date of execution of transaction or submit Nil report on expiry of 7 trading days.

**Date:**

**Place:**

\_\_\_\_\_

**Name:**

**Annexure B**  
**APPROVAL OF TRADING**

**To**

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Ref.: Your Application dated .....

**Sub.: Approval of Trading**

Respected Sir / Madam,

The transaction proposed vide your above application has been approved. You are requested to complete your proposed transaction within 7 trading days i.e. on or before \_\_\_\_\_.

**Date:**

**Place:**

\_\_\_\_\_

**Name:**

**(Compliance Officer)**

**Anenxure C****INTIMATION OF TRADING****Date:**

To,  
The Compliance Officer,  
Jyoti CNC Automation Limited  
G – 506, Lodhika GIDC, Kalawad Road,  
Metoda, Rajkot – 360 021.

Sub.: Intimation of Trade

Dear Sir,

In continuation of my Application dated \_\_\_\_\_, I herewith inform you that I had completed transaction in equity shares of the company and details of my transaction is given herein below.

Nature of Transaction (Buy / Sale / Trade / Ors.)	
Number of Shares Traded	
Price at Which Transaction is Traded	
Whether Transactions is Traded through Stock Exchange or off market trade	
Date of Completion of Transaction	

**Date:****Place:**

\_\_\_\_\_

**Name:**

**Annexure D**

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

To  
**The Compliance Officer**  
**Jyoti CNC Automation Limited**

**ISIN of the company:INE980001024**

Dear Sir,

I \_\_\_\_\_, being an Promoter / Member of Promoter Group / Immediate Relative of Promoter or Promoter Group, or Director / Employee of the Company, do herewith apply to seek your permission to undertake trading in securities of the company, as below because of emergency as stated herein below.

Name, PAN CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/Immediate relative to/others etc.)	Nature of proposed Transaction (For E.g. buy, sale, pledge, etc.)	Securities held as on the date of regulation coming into force		Reason
			Type of security (For e.g- equity, derivative, 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.

I further declare that –

- 1) Till date of signing of this application, I am not in possession of or otherwise privy to any Unpublished Price Sensitive Information (as defined in aforesaid Company's Code of Conduct).
- 2) In the event I access to or received any Unpublished Price Sensitive Information after signing of this application but before executive of proposed transaction for which this application is being made, I shall inform the Compliance Office accordingly and shall undertake the proposed transaction.
- 3) I have not contravened or violated the provisions of the said Code of Conduct as notified by the Company.

Date:

Signature:

Place:

Name:

Designation:

Employee Code:

**Annexure E**

Securities and Exchange Board of India (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]

To  
**The Compliance Officer**  
**Jyoti CNC Automation Limited**

**ISIN:INE980001024**

Dear Sir,

Pursuant to the Company's Code of Conduct for Prevention of Insider Trading read with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and on becoming a Promoter / Member of Promoter Group / Immediate relatives of Promoter or Promoter Group, or my appointment as Key Managerial Personnel (KMP) / Director, of the Company, I herein below give details of my shareholding / position in derivatives in the company:

Name, PAN CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/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 becoming KMP/Director or upon becoming Promoter or member of the promoter Group		% of Shareholding
			Type of security (For e.g.. - Equity, Derivatives 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.

Date:

Signature:

Place:

Name:

Designation:

Employee Code:



**Annexure F**  
**(Conti....)**

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

Date of allotment advice/ acquisition of shares/ sale of shares		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
From	To			
9	10	11	12	13

I further declare that –

- 1) Till date of signing of this letter, I am not in possession of or otherwise privy to any Unpublished Price Sensitive Information (as defined in aforesaid Company's Code of Conduct).
- 2) I have not undertook the above transaction on the basis of Unpublished Price Sensitive Information (as defined in aforesaid Company's Code of Conduct).
- 3) I have not contravened or violated the provisions of the said Code of Conduct as notified by the Company.

Date:

Place:

Signature:

Name:

Designation:

Employee Code:



**Annexure G**

Annual Disclosure from Designated Person (s) under Code for Prohibition of Insider Trading

**From:****Shri/Smt.:** \_\_\_\_\_**Address:** \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_**PAN No.** \_\_\_\_\_**\*Designation:** \_\_\_\_\_**\*Employee Code:** \_\_\_\_\_**\*(Applicable to Employees only)**

To

**The Compliance Officer****Jyoti CNC Automation Limited****ISIN of the company: INE980001024**

Dear Sir,

**SUB: PERIODIC STATEMENT OF MY SHARE HOLDING IN THE COMPANY**

In terms of the requirement of the Code for Prohibition of Insider Trading, for periodic disclosure the following details of my holding is furnished herewith:

Period of disclosure	Number of Securities held by me as on 1st April, 202____	Number of shares bought during the year ended 31st March, 202____	Number of shares sold during the year ended 31st March, 202____	Number of shares held as on 31st March/ 202____	Folio No./ Client ID/ DP ID
Annual					

I/We declare that I/We have not entered into an opposite transaction i.e. purchased/sold any number of shares during the preceding six months prior to any transaction in the shares of the Company.

**Thanking You,**\_\_\_\_\_  
**Name:**

NOTES: All Employees of Company who are Designated Persons have to make this disclosure annual or before 10th April of next financial year.