

# **MODI RUBBER LIMITED**

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

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

# MODI RUBBER 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 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the Directors, Senior Officials, Designated Persons (as defined in the 'Definition') when they are in possession of any unpublished price sensitive information like financial results, dividends, Change in Capital Structure, mergers, de-mergers, acquisitions, de-listings, disposals and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un-published Price Sensitive Information and to deal in the Shares of the Company when they are in possession of the unpublished Price Sensitive information of the Company till the time the same is disclosed to public.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 Directors, Officers, 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, this 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 Promoter, Member of the promoter group, Directors, Officers, Key Managerial Personnel and Designated Persons and 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.

**"Regulation"** -These regulations may be called the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

**"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 regulations.

**'Insider trading'** - means when Insiders/Directors/Senior Employees/ 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.

**'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.

**Officers'/'Senior Employees'** means all the Employees in the rank of GM and above which also includes Auditors and Company Secretary;

**'Closure of Trading Window'** means that period which shall be communicated by the Compliance Officer, during which no Director, Officer, Designated Employee 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 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 Act or an employee or director thereof;or
  - (d) an investment company, trustee company, asset management company or an employee or director thereof;or
  - (e) an official of a stock exchange or of clearing house or corporation;or
  - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof;or
  - (g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013;or
  - (h) an official or an employee of a self-regulatory organization recognised or authorized by the Board;or
  - (i) a banker of the company;or
  - (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest

**"Designated Persons"** shall mean the following:

- (i) All Directors on the Board;
- (ii) Promoters and Promoter Group;
- (iii) Key Managerial Personnel (Key Managerial Persons as defined under the Companies Act, 2013);
- (iv) Functional heads;
- (v) Executive secretaries / assistants of Directors and Key Managerial Personnel;
- (vi) Employees in the grade of Chief General Manager and above;
- (vii) Internal Auditors, Statutory Auditors, Secretarial Auditors, Consultants and Advisors of the Company;
- (viii) Employees of material subsidiaries of the Company designated on the basis of their functional role or access to Unpublished Price Sensitive Information in the organization by their board of directors;
- (ix) Employees upto two levels below chief executive officer of the Company 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 such as IT staff or secretarial staff, legal staff, finance staff, strategy staff who have access to Unpublished Price Sensitive Information;
- (xi) Employees of the 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 Chairman/Managing Director/Whole-Time Director/Compliance Officer/Chief Financial Officer, on a case-to-case basis;
- (xii) 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 Chairman/Managing Director/Whole-Time Director/ Chief Financial Officer, in consultation with the Compliance Officer, for the purpose of this Code; and
- (xiii) Immediate Relatives of the persons specified in (i) to (xii) above.
- (xiv) Any other person who on the basis of their role and function in the Company, is reasonably expected to have access to unpublished price sensitive information(s) relating to the Company, as may be decided by the Chairman/Managing Director/Whole-Time Director/Joint Managing Director/Compliance Officer, from time to time

**“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.

**“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 regulations.

**“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 .

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

#### **5. COMPLIANCE OFFICER**

The company has appointed Company Secretary as compliance officer and in whose absence CFO, who shall report to the Chairman & 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 Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 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) He shall do all such things as provided in the SEBI Insider Trading Regulations as may be prescribed by SEBI from time to time.

## **6. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

All Directors, Senior Officers, Designated Persons and shall maintain the confidentiality of all Price Sensitive Information. All such persons shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities.

### **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 notice of closure of Trading Window shall be intimated to the Stock Exchanges, wherever

the securities of the Company are listed, by the Compliances Officer for the information, adherence and compliance by the Designated Persons/insiders.

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 twelve months;
- (iv) not entail overlap of any period for which another trading plan is already in existence;
- (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- (vi) not entail trading in securities 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 pre-clearance 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 Managing Director or in his 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 pre-clearance 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.

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, 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 stockexchange 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 make disclosures of holdings and trading in securities of the company in **"Form D"** annually by 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 SEBI Insider Trading 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 31<sup>st</sup>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 theRegulations.

## **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.

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 ongoing 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  
\_\_\_\_\_ 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 FamilyMembers\*.

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 30 days.
- (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: H.C. Dhamija

V.P. Group- A/cs, Legal, Secretarial,  
Indirect Taxes & Company Secretary

**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/Dispos ed		% of Shareholding		Date of allotment advice/acquisition of shares/sale of shares specify		Date of intimati on to compan y	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 Debenture s 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- nec- tion with the com- pany	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 (market 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 Debenture setc.)	No.	Pre transaction	Post transaction	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: