



# GEECEE VENTURES LIMITED

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29<sup>th</sup> March, 2019

To  
The Listing and Compliance  
Bombay Stock Exchange Ltd.  
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To  
The Listing Department  
The National Stock Exchange of India Ltd  
"Exchange Plaza"  
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NSE: GEECEE

Dear Sir/Madam,

**Sub: Amendment in Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information**

**Ref. Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended)**

With reference to above subject, we would like to inform you that the **Board of Directors through circular resolution on 28<sup>th</sup> March, 2019** has approved amendment in "**Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information**" in view of **SEBI (Prohibition of Insider Trading) (Amendment) Regulation, 2018** and subsequent amendment to SEBI (PIT) Regulation notified on January 21, 2019 which, inter alia, defines policy to determine "Legitimate Purpose". The said revised Code of Conduct will be applicable with effect from April 1, 2019 and existing code of the Company is being applicable upto March 31, 2019.

We are submitting herewith the revised "**Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information**" for records and dissemination to the stakeholders. The said revised code is being made available on Company's website at [www.geeceeventures.com](http://www.geeceeventures.com)

Please take the above on your records.

Thanking you,

Yours truly,  
For GeeCee Ventures Limited

Ms. Dipyanti Kanojia  
Company Secretary  
Place: Mumbai





GEECEE

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

## GEECEE VENTURES LIMITED

Code of Conduct for Prevention of  
Insider Trading and Fair Disclosure of  
Unpublished Price Sensitive  
Information

REGISTERED AND CORPORATE OFFICE

209 / 210, Arcadia Building, 2nd Floor,

195, Nariman Point, Mumbai,

400021

CIN: L24249MH1984PLC032170

EFFECTIVE FROM APRIL, 1 2019



*Ashish*



GEECEE

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

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## 1. INTRODUCTION

The Securities and Exchange Board of India (SEBI), for protection of investors and to regulate the securities market, has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("the **"PIT Regulations"**") under the powers conferred on it under the SEBI Act, 1992 and amended the same by SEBI from time to time. The PIT Regulations came into force w.e.f. May 15, 2015 and are applicable to all companies whose securities are listed on an Indian Stock Exchange.

The PIT Regulations replaced the erstwhile, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992. The Regulations requires every listed company to formulate a code of conduct to regulate, monitor and report trading by its employees and other "connected persons" (as defined under the Regulations) towards achieving compliance with these Regulations and enforce a code of internal conduct and procedures based on the model code provided therein.

In compliance with the Regulations, GeeCee Ventures Limited (the "Company") has introduced a Code for Prohibition of Insider Trading (this "Code"). This Code shall come into force with effect from the date on which Company's securities get listed on the Stock Exchange(s).

Further, SEBI (Prohibition of Insider Trading) (Amendment) Regulation 2018 notified on December 31, 2018 and subsequent amendment to PIT Regulations notified on January 21, 2019 requires every listed Company, inter alia, to formulate a policy for determination of 'Legitimate purpose' as a part of this code formulated under regulation 8 of SEBI PIT Regulation. Accordingly, the Board of Directors through circulation resolution on 28<sup>th</sup> March, 2019 has adopted this new Code covering a policy for determination of 'Legitimate purpose'. This revised Code will be applicable from April 1, 2019 and existing Code will be applicable upto March 31, 2019.

## 2. OBJECTIVE OF THIS CODE OF CONDUCT

This Code of Conduct has been prepared by adopting the standards set out in Schedule 8 of the Regulations in order to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with the Regulations.

## 3. DEFINITIONS

3.1 "Act" means the Securities and Exchange Board of India Act, 1992 (15 of 1992), as amended.

3.2 "Board" means the Securities and Exchange Board of India.

3.3 "Code" or "Code of Conduct" shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of GeeCee Ventures Limited as amended from time to time.

3.4 "Company" means GeeCee Ventures Limited "GCVL".







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**3.5 "Compliance Officer"** means Company Secretary of the Company or in his/her absence Chief Financial Officer or in absence of both such other senior officer, the Executive Director or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring and adherence to the rules for preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the Code of Conduct and Compliance officer shall function and carry out his responsibilities under the overall supervision of the Board of Directors of the Company.

Explanation – for the purpose of this regulation "financially literate" shall mean a person, who has ability to read and understand basic financial statements like Balance Sheet, Statement of Profit and Loss account, Cash Flow statement etc.

**3.6 "Concerned Adviser / Consultants / Retainers"** of the Company means such Advisers or Consultants or Retainers or Professionals who in the opinion of the Company may have access to unpublished price sensitive information.

**3.7 "Connected Person"** means:

- (i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its 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





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- (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 the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.
- 3.8 "Chief Investor Relation Officer" ("CIO")** shall mean the Compliance Officer of the Company appointed by the Board of Director under Securities and Exchange Board India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- 3.9 "Dealing in Securities"** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.
- 3.10 "Designated Person(s)"** shall have the meaning ascribed to such term in Clause 7 of this code.
- 3.11 "Director"** means a member of the Board of Directors of the Company.
- 3.12 "Employee"** means every employee of the Company including the Directors in the employment of the Company.
- 3.13 "Generally available Information"** means information that is accessible to the public on a non-discriminatory basis.
- NOTE: Information published on the website of a stock exchanges, would ordinarily be considered generally available.*
- 3.14 "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
- 3.15 "Insider"** means any person who is,
- (i) a connected person; or
- (ii) in possession of or having access to unpublished price sensitive information.
- 3.16 "Key Managerial Person"** means person as defined in Section 2(51) of the Companies Act, 2013.
- 3.17 "Legitimate purpose"** shall have the meaning ascribed to such term in clause 3 of Policy for determination of Legitimate Purposes – Annexure-I.





### 3.18 "Material Facts"

The materiality of a fact depends upon the circumstances. A fact is considered "material", if it is likely to affect the market price of the securities, upon coming into public domain. Material information can be positive or negative and can relate to virtually any aspect of the business of a company or its affiliates or to any type of security, debt or equity.

Examples of material information include (but are not limited to) facts concerning:

- i) Dividends;
- ii) Corporate earnings or earnings forecasts;
- iii) Business performance developments, such as number of customers; mergers or acquisitions; major litigation; significant borrowings or financing; defaults on borrowings; and bankruptcies;
- iv) Issues of securities or buyback of securities;
- v) Any major expansion plans or execution of new projects;
- vi) Amalgamation, mergers or takeovers;
- vii) Disposal of whole or substantial part of the undertaking; and
- viii) Any significant changes in policies, plans or operations of the Company.

3.19 "Need to Know" basis means that unpublished price sensitive information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to any conflict of interest or appearance of misuse of information.

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

3.21 "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund;

3.22 "Stock Exchanges" shall mean any recognized stock exchange on which Company's securities are listed.

3.23 "Takeover regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

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

3.25 "Trading Day" means a day on which the recognized stock exchanges are open for trading;

3.26 "Trading Window" shall refer to specified period during which the trading in securities of the Company is permitted. During the closure of Trading Window, trading in Company's securities is prohibited for designated persons and is restricted for other employees.



**3.27 "Unpublished Price Sensitive Information"** means any information, relating to a 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, delistings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel

#### **4. ROLE OF COMPLIANCE OFFICER**

- 4.1** The Compliance Officer shall be responsible for setting forth policies, procedures and monitoring adherence to the rules for the preservation of unpublished price sensitive information, pre-clearing and monitoring of trades and the implementation of this Code under the overall supervision of the Board of Directors of the Company.
- 4.2** The Compliance Officer shall report to the Board of Directors /Stakeholders Committee/Audit Committee (by whatever name called) and in particular to the Chairman of the Committee or to the Chairman of the Board of Directors, the details of trading plans received, pre-clearance given, trading by insiders and /or any violation of the PIT Regulations reported.
- 4.3** The Compliance Officer shall maintain a record of the Designated Persons and any changes made in the list of Designated Persons.
- 4.4** 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 the Company's Code of Conduct.

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

During the temporary absence of the Compliance Officer, the Committee if any, or the WTD & CFO may appoint/ designate any other person to be an 'Alternate Compliance Officer' who shall act as the Compliance Officer for the purpose of these Rules and the SEBI Insider Regulations, during such temporary absence of the Compliance Officer.



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## 6. PROHIBITION OF INSIDER TRADING

### No Insider shall

- a) Trade in the securities of the Company at any time either on its own or on behalf of any other person when he/she is in possession of any unpublished price sensitive information. Such insider shall also maintain the confidentiality of all price sensitive information and shall not pass on such information to any person directly or indirectly by way of making recommendation for the purchase or sale of Securities of the Company.
- b) Communicate, counsel or procure directly or indirectly any unpublished Price Sensitive Information to or from any person who while in possession of such unpublished Price Sensitive Information shall not deal in Securities.

For purposes of point (6) above, the Company shall require the parties to execute agreements/memorandum of understanding to ensure confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, and shall not otherwise trade in securities of GCVL when in possession of UPSI.

*Note: When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.*

## 7. DEALING IN SECURITIES BY DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVES

The Insider Regulations imposes certain responsibilities and restrictions on certain categories of persons, i.e. designated persons and their relatives. The category of person who is defined as Designated Person is provided hereunder;

### 7.1 Designated Person" would include the following categories of employees, for the purpose of this Code:

1. Members of the Board of Directors of the Company;
2. Chief Executive Officer (CEO)/Chief Financial Officer (CFO)/ Company Secretary (CS);
3. Chief Administrative officer / Chief Operating Officer;
4. Auditors (including Statutory/ Internal /Cost /Secretarial as such other auditors as may be prescribed in any law for time being in force) of the Company;
5. All employees of the Accounts, Finance, Legal & Secretarial, Investor Relations and Corporate Communications at Head Office;
6. CFOs & CEOs and CSs of the Holding Company, Subsidiary Company and Associate Company\* and Joint Venture;
7. Head of Internal Audit Department, Legal Department;
8. Secretaries/Executive Assistants reporting to the Chairman or the Managing; Director/Whole Time Director/CFO/CS;
9. All Departmental Heads of the Company (For eg. Finance Head, Purchase Head, Sales Head etc);
10. Employees of other Departments/Divisions on a case-to-case basis, who could be reasonably expected to have access to unpublished price sensitive information(s) 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; and



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11. 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;
12. All promoters of the Company;
13. Employees upto two levels below of 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;
14. 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;
15. Persons employed on contract basis and performing similar roles or having similar responsibilities as persons mentioned in 2 and 3 above;
16. Such other persons as may be identified by the Compliance Officer.

\*Associate Company means a company in which GCVL has a significant influence, but which is not a subsidiary company of the GCVL having such influence and includes a joint venture company.

Explanation.—For the purpose of this clause;

(a) the expression "significant influence" means control of at least twenty per cent. of total voting power, or control of or participation in business decisions under an agreement;

(b) the expression "joint venture" means a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement.

7.2 Designated persons shall disclose names and PAN or other identifier authorized by law, of the following persons in the format as may be prescribed by the CIO on annual basis and as and when the information changes;

- a) Designated person himself/herself
- b) Immediate relatives of designated person
- c) Persons with whom such designated person(s) has a material financial relationship
- d) Phone/cell numbers which are used by them

**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 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.

### 7.3 Special Responsibilities and Restrictions on Designated Persons

The special responsibilities and restrictions imposed on Designated Persons are:

- a) Furnish Initial Disclosure about the number of securities of the Company held by him/her and his / her immediate relatives, within 15 days of implementation of this code or within 15 days of joining the Company or becoming designated person.
- b) Obtain prior clearances of the Compliance Officer before dealing in securities exceeding such threshold limit as may be notified from time to time
- c) Not to deal in securities, during certain closed periods as may be notified generally or from time to time.
- d) Preserve Unpublished Price Sensitive Information.



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- e) Designated persons shall not communicate, provide or allow access to any unpublished price sensitive information, relating to the Company or Securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligation.
- f) Not to pass on any Price Sensitive Information to any person (including but not limited to his or her family members, friends, business associates etc.) directly or indirectly by way of making recommendation for trading in Company's securities.
- g) Not to communicate Price Sensitive Information in situation in which there would be an uncertainty as regards conflict of interest or the possibility of misuse of the information.
- h) Not to discuss or disclose Price Sensitive Information in public places.
- i) Not to disclose Price Sensitive Information to any Employee who does not need to know the information for discharging his or her duties or responsibilities.
- j) Not to apply for pre-clearance and trade plan when in possession of Unpublished Price Sensitive Information even though the closed period is not notified till such time the Unpublished Price Sensitive Information becomes generally available.
- k) Not to execute contra trade within a period of 6 months from the date of last transaction either by self or through immediate relatives. Provided that this restriction shall not be applicable for trades pursuant to exercise of stock options.

If the opposite transactions are executed in violation of this provision, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Education and Protection Fund administered by SEBI.

Such persons may however apply to the Compliance Officer for waiver of the restriction on contra trade, if there is a need to sell the said securities due to personal emergency.

Every Designated Person is required to maintain strict confidentiality of all Unpublished Price Sensitive Information and prohibited from passing on such information to any person directly or indirectly. Attention is specifically drawn to Regulation 3(i) of the PIT Regulations, which prohibits an insider to communicate, provide, or allow access to any Unpublished Price Sensitive Information relating to the Company or its securities listed or proposed to be listed. All data, documents, information, forms, records, files (physical as well as soft files) are required to be kept secure and confidential by all the designated persons. All information within the organization shall be handled on need to know basis.

When a person who has traded in securities has been in possession of unpublished price sensitive information, his/her trade would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

## **8. PREVENTION OF MISUSE OF "UNPUBLISHED PRICE SENSITIVE INFORMATION"**

### **8.1 Confidentiality of "Price Sensitive Information"**

The Directors, Designated Employees, Connected Person and concerned Advisers or Consultants or Retainers of the Company shall maintain the confidentiality of all price sensitive information and shall not communicate any Unpublished Price Sensitive Information to any person except on 'need to know basis' – i.e. that Unpublished price Sensitive Information should be disclosed only to those persons within the Company or



persons connected with the Company who need the information to discharge their duty or legal obligations and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. The Directors, Designated Employees, Connected Person and concerned Advisers or Consultants or Retainers of the Company shall not pass on any Price Sensitive Information to any person directly or indirectly by way of making a recommendation for the purchase or sale of Securities of the Company.

## 8.2 Limited Access to Confidential Information

The Directors, Designated Persons, Connected Persons and concerned Advisers or Consultants or Retainers of the Company shall keep the files containing confidential Price Sensitive Information duly secured and computer files must be kept with adequate security of login and password, etc.

## 8.3 Legitimate Purpose

Receipt of Unpublished Price Sensitive Information for legitimate purpose shall be considered as Insider for the purpose of this code. The Unpublished price sensitive information can be shared as an exception by an Insider for Legitimate purposes as per its "Policy for determination of Legitimate Purposes" provided as a part to this Code as "Annexure -I" to this code.

Accordingly, the person who shares UPSI shall give proper notice to the recipient of UPSI to maintain confidentiality of such UPSI in compliance with SEBI (PIT) Regulations, 2015.

## 9. PRE-CLEARANCE FOR TRADES

9.1 Designated Persons and/or any of their relatives/director/officer, who intend to deal in the securities of the Company when the trading window is open and if the value of the proposed trades is above or up to Rs. 10 Lakhs (market value), should pre-clear the transaction. However, no Designated Person shall be entitled to 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 and he shall not be allowed to trade. It is hereby clarified that the value of securities traded will include the aggregate of purchases as well as sale of securities.

9.2 The pre-dealing procedure shall be hereunder:

9.2.1 An application shall be submitted in the prescribed Form (**Annexure-A**) to the Compliance officer indicating the estimated number of securities that the designated person intends to deal in (either buy/acquire or sell/dispose), the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.

9.2.1 An undertaking (**Annexure-B**) shall be executed in favour of the Company by such Designated Person incorporating, inter alia, the following clauses, as may be applicable:

(a) That the designated person and/or any of their relatives /director/officer does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.







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(b) That in case the designated person has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the trades he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.

(c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.

(d) That he/she has made a full and true disclosure in the matter.

**9.2.3** The Compliance Officer after perusing the application and the undertakings shall give order for approval of pre-clearance in **(Annexure –C)**.

**9.2.4** All Designated Persons and/or any of their relatives/director/officer shall execute their trades in respect of securities of the Company within seven trading days after the approval of preclearance is given failing which pre-clearance would be required to be sought afresh. The Designated Persons and/or any of their relatives/director/officer shall file within two trading days of such trade, the details of such trade with the Compliance Officer in the prescribed form. In case the trade is not undertaken, a report to that effect shall be filed. **(Annexure-D)**.

**9.2.5** All Designated Persons and/or any of their relatives/director/officer who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. The compliance officer may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided such relaxation does not violate these regulations. However, no such sale will be permitted when the Trading window is closed. In case of any contra trade is executed, inadvertently or otherwise, in violation of such restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Education and Protection Fund administered by SEBI under the Act.

## **10. TRADING WINDOW AND PROHIBITION ON DEALING DURING WINDOW CLOSURE**

**10.1** The trading period during which the Company's securities can be traded is called trading window. The trading window shall be closed during the time the price sensitive information is un-published.

**10.2** When the trading window is closed, the Designated Persons and/or any of their relatives/director/officer shall not trade in GCVL's securities during such period.

**10.3** The trading window shall be, inter-alia closed at the time of:

- (a) Declaration of Financial results
- (b) Declaration of dividends (interim and final)
- (c) Change in capital structure
- (d) Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business
- (e) Changes in key managerial personnel
- (f) Such other time as the Compliance Officer determines that a designated person or class of designated person is reasonably expected to have possession of unpublished price sensitive information.





- 10.4** The Compliance Officer shall also close the trading window when he 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.
- 10.5** The trading window shall be opened 48 (Forty Eight) hours after the unpublished price sensitive information becomes generally available.
- 10.6** In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.
- 10.7** All Designated Person of the Company and their immediate relative(s) shall conduct all their dealings in the securities of the Company only in a valid Trading Window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when Trading Window is closed as referred above or during any other period as may be specified by the Whole Time Director / Compliance Officer / Chief Financial Officer from time to time.

## 11. DISCLOSURES OF TRADING BY INSIDERS

### A. GENERAL PROVISIONS

- 1 The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- 2 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.
- 3 The disclosures made under this Code shall be maintained for a minimum period of five years.

### B. DISCLOSURES BY CERTAIN PERSONS

#### 1. Initial Disclosure

- a) Every promoter, including member of promoter group, Designated Person, Key Managerial Personnel and Director, of the Company, within thirty days of these regulations taking effect, shall forward to the Company the details of all holdings in securities and derivative positions in securities of the Company presently held by him or by his immediate relatives in the prescribed Form. **(Annexure- E)**
- b) Every person on appointment as a key managerial personnel or a director of the Company or 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 becoming a promoter, to the Company within seven days of such appointment or becoming a promoter. **(Annexure-F)**

#### 2. Continual Disclosure

- a) Every promoter, including member of promoter group, Designated Person, KMP and Director of the Company shall disclose to the Company the number of such securities acquired or disposed of within



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two trading days of such transaction if the aggregate value of the securities traded, whether in one transaction or a series of transactions in any calendar quarter, aggregates to a traded value in excess of Rs.10 Lakhs (Rupees Ten lakhs). **(Annexure-G)**

It is hereby clarified that the value of securities traded will include the aggregate of purchases as well as sale of securities.

- b) Every Company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

**3. Disclosures by other connected persons.**

Any company whose securities are listed on a stock exchange may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with these regulations. **(Annexure-H)**

**4. Disclosure By Designated Persons**

**4.1 One Time**

The Designated person shall inter alia disclose the following information in the format as may be prescribed by the CIO on one time basis, to the Company within 15 days from the date on which this code shall become effective;

- (i) his/her Phone, mobile and cell numbers
- (ii) his/her Permanent Account Number or any other identifier authorized by law

**4.2 Annual Disclosure and Continual Disclosure**

The Designated person shall disclose the following information in the format as may be prescribed by the CIO on annual basis, to the Company within 30 days from the end of the Financial Year and on continual disclosure basis, as and when the information changes within 15 days of such change;

- (i) Name of Immediate Relatives
- (ii) persons with whom such designated person(s) shares a Material Financial Relationship
- (iii) Permanent Account Number or any other identifier authorized by law of (i) & (ii)
- (iv) Phone, mobile and cell numbers of (i) & (ii)

Explanations: -"Material Financial Relationship" shall mean a relationship as 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 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."



## 12. DIGITAL DATABASE OF PERSONS WITH WHOM UPSI IS SHARED

**12.1** The Board of Directors shall ensure that a structured digital database containing the names of such persons or entities as the case may be with whom information is shared under this code read with PIT Regulations, along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.

**12.2** The said digital database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

## 13. PROCESS FOR HOW AND WHEN PEOPLE ARE BROUGHT 'INSIDE' ON SENSITIVE TRANSACTIONS

The Board of Directors shall have process and procedure in place on how and when people can be brought inside on sensitive transactions.

## 14. DEALING IN CASE OF SUSPECTED LEAK OR LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

The Board has formulated written policy for initiating appropriate inquiries on becoming aware of leak/suspected leak of unpublished price sensitive information.

## 15. PRINCIPLES OF FAIR DISCLOSURE WITH RESPECT TO UNPUBLISHED PRICE SENSITIVE INFORMATION

The following Principles of Fair Disclosure for the purposes of "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" shall be strictly followed by the Company (GeeCee Ventures Limited) with immediate effect:-

- a) The Company shall promptly disclose to the public "unpublished price sensitive information" (UPSI) that would impact price discovery, no sooner than such credible & concrete information comes into being.
- b) The Company shall ensure that information shared with analysts and research personnel is not UPSI.
- c) The Company shall uniformly & universally disseminate information (UPSI) and avoid selective disclosure.
- d) The Company shall promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise, to make such information generally available to all/public.
- e) The Company shall render appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities, if any.
- f) The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on its official website, in order to ensure official confirmation and documentation of disclosures made.
- g) The Company shall handle all UPSI on a need-to-know basis.



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**16. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT**

- a) Every Employee, Director, Key Managerial Personnel and Designated Person Promoter, Insider shall be individually responsible for complying with the applicable provisions (including to the extent the provisions hereof are applicable to their Immediate Relatives).
  
- b) Under Section 15G of the SEBI Act, any Insider who indulges in insider trading in contravention of Regulation 3 is liable to a penalty which shall not be less than ₹ 10 lakhs (Ten Lakh Rupees) but which may extend to ₹ 25 crores (Twenty Five Crore Rupees) or three times the amount of profits made out of insider trading, whichever is higher. Under Section 24 of the SEBI Act, anyone who contravenes the Regulations is punishable with imprisonment for a maximum period of ten (10) years or with fine which may extend to ₹ 25 crores (Twenty Five Crore Rupees) or with both. Further, in case any person fails to pay the penalty imposed by the adjudicating officer or fails to comply with any of his directions or orders, he shall be punishable with imprisonment for a term which shall not be less than one (1) month but which may extend to ten (10) years, or with fine, which may extend to ₹ 25 crores (Twenty Five Crore Rupees) or with both.



ANNEXURE -A  
SPECIMEN OF APPLICATION FOR PRE-CLEARANCE OF TRADING IN SECURITIES

Date: \_\_\_\_\_

To,  
The Compliance Officer,  
GeeCee Ventures Limited,  
209-210, Arcadia Building,  
195, Nariman Point,  
Mumbai – 400 021.

**Sub: Application for Pre-clearance approval in securities of the Company**

Dear Sir/Madam,

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I/We seek approval to purchase / sale / subscription of \_\_\_\_\_ equity shares of the Company as per details given below:

|     |   |   |
|-----|---|---|
| 1.  | Name of the applicant   |   |
| 2.  | If applicant is Company, name of authorised person  |   |
| 3.  | Designation   |   |
| 4.  | Applicant's category as per Insider Trading (Whether Banker, Auditor, employee etc.)            |   |
| 5.  | Number of securities held as on date  |   |
| 6.  | Folio No. / DP ID / Client ID No.)  |   |
| 7.  | The proposal is for   | (a) Purchase/sale of securities<br>(b) Subscription to securities<br>(c) Purchase/Sale of derivatives<br>(tick any one) |
| 8.  | Proposed date of dealing in securities  |   |
| 9.  | Estimated number of securities proposed to be acquired/subscribed/sold                          |   |
| 10. | Whether the proposed transaction is in the name of Self or in the name Dependent Family Member? |   |
| 11. | Name of the Dependent/relationship if the transaction is in the name of the dependents          |   |
| 12. | Price at which the transaction is proposed  |   |
| 13. | Current market price (as on date of application)  |   |
| 14. | Whether the proposed transaction will be through stock exchange or off-market deal              |   |
| 15. | Folio No. / DP ID / Client ID No. where the securities will be credited / debited               |   |
| 16. | Whether applicant has traded in last 6 months in securities of the Company?                     |   |
| 17. | If yes, Nature of transaction.  |   |

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature of Designated Person /KMP)

Address:

Encl: Form of Undertaking

Pan No: \_\_\_\_\_

CIN/DIN No.: \_\_\_\_\_



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**ANNEXURE-B  
FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE  
UNDERTAKING**

Date:

To,  
The Compliance Officer,  
GeeCee Ventures Limited,  
209-210, Arcadia Building,  
195, Nariman Point,  
Mumbai – 400 021  
Dear Sir,

I/We, \_\_\_\_\_ (Name) \_\_\_\_\_, (Designation) \_\_\_\_\_ of the  
Company residing at \_\_\_\_\_, am desirous of dealing in  
\_\_\_\_\_ \*equity shares of the Company as mentioned in my application dated \_\_\_\_\_ for pre-  
clearance of the transaction.

I/We further declare that I/We am/are not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I/We have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I/We shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I/We declare that I/We have not contravened the provisions of the Code as notified by the Company from time to time.

I/We undertake to submit the necessary report within two trading days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I/We shall execute the deal within 7 trading days of the receipt of approval failing which I/We shall again seek pre-clearance.

I/We declare that I/We have made full and true disclosure in this regard and to the best of my knowledge and belief. Name:

(Signature of Designated person /KMP)

Pan no.: \_\_\_\_\_

Address:

CIN/DIN No.: \_\_\_\_\_

\*Indicate number of shares



ANNEXURE -C  
FORMAT FOR PRE- CLEARANCE ORDER

Date:

To,  
Name: \_\_\_\_\_  
Designation: \_\_\_\_\_  
Place: \_\_\_\_\_

Dear Sir/Madam,

This is to inform you that your application dated \_\_\_\_\_ for dealing in \_\_\_\_\_ equity shares of the Company is approved/disapproved.

If approved:

Please note that the said transaction must be completed on or before \_\_\_\_\_ date \_\_\_\_\_ that is within 7 trading days from today.

**GIVEN ON THE FOLLOWING CONDITIONS**

- a. You are not and do not expect to be in possession of any Unpublished Price Sensitive Information at the time of the Trading.
- b) You have not contravened the Rules or the SEBI (Prohibition of Insider Trading), Regulations, 2015 (SEBI Insider Regulations).
- c) You have made full and true disclosure in the matter.

Note 1: Designated Persons who trade in manner (i.e. buy/ sell or otherwise deal) in the securities of the Company shall not enter into an opposite transaction i.e. buy / sell/ or otherwise deal in securities of the Company during the next six months following the prior transaction."

Exception:

An employee can exercise his ESOPs even if he has transacted in shares of the Company during the previous six months. However, once the shares acquired under the ESOP Plan are sold in the market, the restriction on buying would become applicable for next six months. Thus, after the current sale transaction, you may continue to sell shares in the market, but will not be allowed to buy for the next six months from the date of your last sale & vice versa.

Note 2: In case you have received any "Unpublished Price Sensitive Information" after submission of your application for sale of securities, please inform the Compliance Officer of the change in the position and refrain from trading in the securities till such information is made generally available.

Note 3: This approval has been granted for trading in securities within \_\_\_\_\_ trading days w.e.f. \_\_\_\_\_ failing which please seek pre-clearance again.

If not approved, reasons for refusal:





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Yours' faithfully,  
**FOR GEECEE VENTURES LIMITED**

**Company Secretary & Compliance Officer**

Date: \_\_\_\_\_

Encl: Format for submission of details of transaction





ANNEXURE-D

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 trading days of transaction / dealing in securities of the Company)

To,  
The Compliance Officer,  
GeeCee Ventures Limited,  
209-210, Arcadia Building,  
195, Nariman Point,  
Mumbai – 400 021.

Dear Sir,

I/We hereby inform that I/We

- ✓ have not bought / sold/ subscribed any securities of the Company
- ✓ have bought/sold/subscribed to \_\_\_\_\_ securities as mentioned below on \_\_\_\_ (date)

| Name of holder | Date of Transaction | No. of securities dealt with | Bought/sold/subscribed | DP ID/Client ID / Folio No | Price (Rs.) |
|----------------|---------------------|------------------------------|------------------------|----------------------------|-------------|
|                |                     |                              |                        |                            |             |
|                |                     |                              |                        |                            |             |
|                |                     |                              |                        |                            |             |

OR

I have NOT DEALT in the equity shares of the Company as per my application dated \_\_\_\_\_ and as approved by you on \_\_\_\_\_.

In connection with the aforesaid transaction(s), I hereby undertake to produce to the Compliance officer / SEBI any of the following documents:

Broker's contract note, Proof of payment to/from brokers, Extract of bank passbook/statement, copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (applicable in case of purchase / subscription).

I/We declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Signature:

Name:

Designation:

Date:



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ANNEXURE-E

Form A

SECURITIES AND EXCHANGE BOARD OF INDIA (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7 (1) (a) read with Regulation 6 (2) - Initial Disclosure to the Company]

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 (Promoter/ 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.) | Nos. |                   | Number of units (contracts * lot size)  | Notional value in Rupee terms | Number of units (contracts * lot size)  | Notional value in Rupee terms |
| 1  | 2   | 3  | 4    | 5                 | 6   | 7                             |   |                               |

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

Name & Signature: \_\_\_\_\_

Designation: \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_





ANNEXURE-F  
FORM BSECURITIES AND EXCHANGE BOARD OF INDIA (Prohibition of Insider Trading) REGULATIONS, 2015  
[Regulation 7 (1) (b) read with Regulation 6(2) - Disclosure on becoming promoter, key managerial personnel, director]Name of the company: \_\_\_\_\_  
ISIN of the company: \_\_\_\_\_

Details of Securities held on 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 / Key Managerial Personnel (KMP) / Directors / Immediate relative / 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/Designated Person |                               | Open Interest of the Option Contracts held at the time of becoming Promoters/appointment of Director/KMP/Designated Person |                               |
|--|--|---|--|-----|-------------------|---|-------------------------------|--|-------------------------------|
|  |  |   | 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 |
| 1  | 2  | 3   | 4  | 5   | 6                 | 7   | 8                             |  |                               |
|  |  |   |  |     |                   |   |                               |  |                               |

**Note:** "Securities" shall have the meaning as defined under regulation 2(1) (i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.**Note:** In case of Options, notional value shall be calculated based on premium plus strike price of optionsName & Signature:  
Date:  
Designation:  
Place:

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ANNEXURE -G

FORM C

SECURITIES AND EXCHANGE BOARD OF INDIA (Prohibition of Insider Trading) REGULATIONS, 2015  
{Regulation 7(2) read with Regulations 6(2) – Continual disclosure}

Name of the Company:

ISIN of the Company:

Details of transactions in securities of the Company in excess of certain limits by Promoter, Key Managerial Personnel, Director, Designated Person of a listed company and such other persons as mentioned in regulation 6(2).

| Name, PAN No., CIN/DIN & Address of Promoter/ Key Managerial Personnel, Director / Designated Persons with contact nos. | Category of Person (Promoters, Key Managerial Personnel (KMP)/ Director /Immediate Relative/Others etc.) | Securities held prior to acquisition /disposal                          |  | Securities acquired/diposed   |     | % of shareholding |                   | Date of allotment advice/acquisition of shares/sale of shares specify |    | Date of intima- tion to company |  |
|---|--|---|--|---|-----|-------------------|-------------------|---|----|---------------------------------|--|
|   |  | Type of security (for eg- Shares, Warrants, Convertible Debentures etc) | Nos                                      | Type of security ( for eg- Shares, Warrants, Conve rtible Debe nture s etc) | Nos | Pre- transact ion | Post transact ion | from  | to |                                 |  |
| 1   | 2  | 3   | 4  | 5   | 6   | 7                 | 8                 | 9   | 10 | 11                              |  |
| Mode of acquisition ( market purchase/ public /rights/pre ferential offer/off market)                                   | Trading in derivatives(specify type of contract, futures or options etc)                                 |   | Exchange on which the trade was executed |   |     |                   |                   |   |    |                                 |  |
|   | Buy  | Sell  |  |   |     |                   |                   |   |    |                                 |  |
|   | Value  | No of Units (contr acts * lot   | Value                                    | No of Units (cont   |     |                   |                   |   |    |                                 |  |



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|    |    |       |    |                          |    |  |  |  |  |  |  |  |  |  |
|----|----|-------|----|--------------------------|----|--|--|--|--|--|--|--|--|--|
|    |    | size) |    | tracts<br>* lot<br>size) |    |  |  |  |  |  |  |  |  |  |
| 12 | 13 | 14    | 15 | 16                       | 17 |  |  |  |  |  |  |  |  |  |

Note: "Securities" shall have the meaning as defined under Regulation 2(1) (z) of SEBI

(Prohibition of Insider Trading) Regulations, 2015.

Name & Signature:

Date:

Designation:

Place:



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**ANNEXURE-H  
FORM D (Indicative format)**

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

Details of trading in securities 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 nos.           | Connection with company)  | Securities held prior to acquisition/disposal                               |        | Securities acquired/Dispos ed   |  | % of shareholdin g |                     | Date of allotment advice/ acquisition of shares/ sale of shares specify |    | Date of intimati on to compan y |
|---|---|---|--------|---|--|--------------------|---------------------|---|----|---------------------------------|
|   |   | Type of security (For eg. – Shares, Warrants, Convertible Debenture s etc.) | No.    | Type of security (For eg. – Shares, Warrants, Convertible Debenture s etc.) | N o  | Pre trans a ction  | Post tran sa ctio n | From  | To |                                 |
| 1   | 2   | 3   | 4      | 5   | 6  | 7                  | 8                   | 9   | 10 | 11                              |
| Mode of acquisition (market purchase/pu b lic/ rights/ preferential offer / off market/ Inter-se transfer etc.) | Trading in derivatives (Specify type of contract, Futures or Options etc) |   |        |   | Exchang e on which the trade was execute d |                    |                     |   |    |                                 |
|   |   | Buy   |        | Sell  |  |                    |                     |   |    |                                 |
|   | Valu e  | Number of units (contrac ts * lot size)                                     | Val ue | Number of units (contracts * lot size)                                      |  |                    |                     |   |    |                                 |
| 12  | 13  | 14  | 15     | 16  | 17   |                    |                     |   |    |                                 |

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

Name:  
Signature:  
Date:  
Place:



## POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

[Pursuant to Regulation 3 (2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018]

### 1. PREFACE

This Policy, as a part of "Codes of Fair Disclosure and Conduct" formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015, will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy". This Policy is prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

### 2. OBJECTIVE

The objective of this policy is to identify 'Legitimate Purposes' for performance of duties or discharge of legal obligations, which will be considered as exception for the purpose of procuring unpublished price sensitive information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any,

### 3. DEFINITION

a) "Legitimate Purposes" shall mean sharing of UPSI in the ordinary course of business by an Insider with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations:

1. Promoters of the Company
2. Auditors (Statutory, Internal, Branch, Cost, Secretarial, GST and any other Auditor as applicable)
3. Staff Members of the Audit firm/team conducting the Audit
4. Collaborators
5. Lenders
6. Customers
7. Suppliers
8. Bankers
9. Legal Advisors
10. Insolvency Professionals
11. Consultants
12. Any other advisors/consultants/partners
13. Any other person with whom UPSI is shared

b) "Insider"- Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered as an "insider" for purpose of these regulations and due notice shall be given to such persons (Insiders) to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

### 4. DIGITAL DATABASE

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 UPSI is shared under Regulation 3 along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.



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#### 5. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

The board of directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of parties as provided in Clause 3 of this policy and such parties shall keep information so received confidential, and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information. Due Notice shall also be given to such persons to maintain confidentiality of such unpublished price sensitive information.

#### 6. AMENDMENT

The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy. In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy. This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or reenactment thereto.

#### 7. APPROVED AND ADOPTED

This Policy is approved and adopted by the Board after receiving consent from majority of the Directors through Circular Resolution on 28<sup>th</sup> March, 2019.



*Ashish*