



Date: October 25, 2024

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001
Scrip Code: 544256

To,
National Stock Exchange of India Limited,
Exchange Plaza, C-1, Block-G, BKC,
Bandra (East), Mumbai – 400051
Symbol: PNGJL

Subject: Intimation under Regulation 8(1) and 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015

Dear Sir/ Madam,

Pursuant to Regulation 8(1) and 8(2) of the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, please find attached herewith the “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” as approved/adopted by the Board of Directors of the Company.

You are requested to take the above information on your records.

Thanking You,
For **P N Gadgil Jewellers Limited**

Hiranyamai Kulkarni
Company Secretary & Compliance Officer



P N Gadgil Jewellers Limited
(Formerly known as P N Gadgil Jewellers Pvt. Ltd.)

Registered Office.: PNG House, 694, Narayan Peth, Kunte Chowk, Laxmi Road, Pune, - 411030. Maharashtra, India.

Tel. No. +91 20 24435005 | Fax: +91 20 24430501 1

Toll Free no.: 1800 233 5005 (11A.M. - 7 P.M.) | www.pngjewellers.com | info@pnggadgil.com || CIN : UJ36912PN2013PLC149288 |   

INDIA | USA



P N GADGIL JEWELLERS LIMITED

(Formerly known as P N Gadgil Jewellers Private Limited)

Registered Office: 694, Narayan Peth, Pune, Maharashtra- 411030

CIN: U36912PN2013PLC149288



**PART B: CODE OF PRACTICES AND PROCEDURES FOR FAIR
DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE
INFORMATION**



PART-B: CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. INTRODUCTION

The Securities and Exchange Board of India (“SEBI”) had promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015, and has been amended from time to time.

These Regulations are applicable to all companies whose securities are listed on stock exchanges. In terms of Regulation (8) (1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of these companies are required to formulate and publish on its official website, **a code of practices and procedures for fair disclosure of unpublished price sensitive information (the “Code”)** that it would follow in order to adhere to each of the principles set out in Schedule A to the Regulations.

This Code shall come into force with an effective date as approved.

2. PURPOSE

The Company endeavors to preserve the confidentiality of unpublished price sensitive information and to prevent the misuse of such information.

Accordingly, this Code has been formulated with a view to maintain uniformity, transparency and fairness in dealing with all stakeholders and to ensure timely, fair and adequate disclosure of unpublished price sensitive information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company’s securities.

3. DEFINITIONS

In these regulations, unless the context otherwise requires, the following words, expressions and derivations therefrom shall have the meanings assigned to them as under:

- (a) **“Board”** means the Securities and Exchange Board of India
- (b) **“Company”** means P N Gadgil Jewellers Limited.
- (c) **“Chief Investors Relations Officer or CIRO”** means a senior officer as may be designated from time to time.
- (d) **“Compliance Officer”** means any senior officer, designated so and reporting to the board of directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company;
Explanation – For the purpose of this definition, “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.
- (e) **“Generally available information”** means information that is accessible to the public on a non-discriminatory basis.
- (f) **“Insider”** means any person who is:
 - (i) a connected person; or



- (ii) in possession of or having access to unpublished price sensitive information.
- (g) **“Regulations” or “Insider Trading Regulations”** means SEBI (Prohibition of Insider Trading), Regulations, 2015, as amended from time to time.
- (h) **“Code” or “this Code”** shall mean the Code for Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, as amended from time to time.
- (i) **“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, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of Insider Trading Regulations.
- (j) **“Unpublished Price Sensitive Information” or “UPSI”** 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, de-listings, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel;
 - (vi) Other matters as may be prescribed by SEBI/ considered by the Compliance Officer to be price sensitive from time to time.

All terms used but not defined herein shall have the meaning ascribed to such term under the Insider Trading Regulations. In case of any discrepancy between the Insider Trading Regulations and the terms defined herein, the meaning as ascribed under the Insider Trading Regulations, shall prevail.

4. APPLICABILITY

This Code shall apply in relation to disclosure of UPSI by the Company. The scope, exceptions as given in PIT Regulations shall be applicable for the purpose of this code as well.

5. CODE

All UPSI is to be preserved and maintained in utmost confidentiality by everyone including those who are recipients of any UPSI. The following principles shall always be followed in relation to fair disclosure of UPSI, as set out in Schedule A of this regulations:

Principle 1: The Company will make prompt disclosure to the stock exchange of any UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available. The Company may, in appropriate circumstances, also simultaneously disclose the UPSI in such manner as it deems fit including on the Company’s website, print or electronic media or social media.

Principle 2: The Company will make uniform and universal dissemination of UPSI to all stakeholders through stock exchange in order to avoid selective/ speculative disclosure which could have an adverse impact on the market and the price discovery process.



Principle 3: The Company Secretary of the Company shall act as the Chief Investor Relations officer (CIRO) to deal with dissemination of information and disclosure of UPSI.

Principle 4: The Company will make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

Principle 5: The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.

Principle 6: The Company will ensure that information, if any, shared with analysts and research personnel during meetings/discussions/conferences, is not UPSI. Research and analysis should be done on the basis of generally available information.

Principle 7: All analyst/ investor conference will be attended by any of the Directors, the Company Secretary or authorized representative. To avoid misrepresentation, the attendee can make transcripts or arrangement for recording the discussions at the meeting.

Principle 8: The UPSI shall be handled within the Company strictly on a need to-know basis i.e. all UPSI may be disclosed only where such disclosure is (i) for a “legitimate purpose”, as defined in this Code; (ii) in discharge of legal obligations or (iii) to those within the Company who need the UPSI to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of such information. Such disclosure shall be made only after appropriate entry(ies) have been made by the concerned employee disclosing the information in the Structured Digital Database module.

6. DETERMINATION OF LEGITIMATE PURPOSE FOR SHARING OF UPSI

The sharing of UPSI shall be considered as for a legitimate purpose, if it is in the ordinary course of business by an Insider with partner(s), collaborator(s), lender(s), customer(s), supplier(s), merchant banker(s), legal advisor(s), auditor(s), insolvency professional(s) or other advisor(s) or consultant(s) for the purpose of:

- I. performance of duties;
- II. discharge of contractual obligations;
- III. pursuance of envisaged corporate actions resulting to UPSI;
- IV. discharge of Regulatory/ Statutory Obligation;
- V. evaluation of business opportunities; and
- VI. other bona-fide purposes on need basis.

Any person in receipt of UPSI in furtherance of legitimate purposes, will also qualify as an Insider. The Compliance Officer will provide due notice to such persons to maintain confidentiality of such UPSI or by way of entering into requisite Confidentiality Agreement or Non-Disclosure Agreement (As deemed fit by the Compliance Officer) in accordance with the Insider Trading Regulations. The Compliance Officer to further ensure that such persons are made aware of the duties and responsibilities attached to the receipt of UPSI, and the liability that is attached to the misuse or unwarranted use of such information.

Provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations, this Code or the Code of Conduct to regulate, monitor and report trading in securities of the



company by Designated Persons.

7. POLICY REVIEW AND AMENDMENTS

The Board reserves the power to review and amend this Code from time to time. All provisions of this Code would be subject to revision / amendment in accordance with applicable laws as may be issued by relevant statutory, governmental and regulatory authorities, from time to time.

This Code and any amendment thereof will be published on the Company's official website and formulation and publication of the same shall be confirmed to the Stock Exchange(s) where the securities of the Company are listed.
