

Date: 13/09/2024



To,
National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400 051
NSE Scrip Symbol: INTERARCH

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001
BSE Scrip Code 544232

Subject: Intimation under Regulation 8(2) of the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Dear Sir/Ma'am,

Pursuant to Regulation 8(2) of the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('SEBI PIT Regulations'), please find attached herewith the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information framed under Regulation 8 (1) of SEBI PIT Regulations.

Kindly take the above intimation on record.

Thanking You,

For INTERARCH BUILDING PRODUCTS LIMITED

NIDHI GOEL
Company Secretary & Compliance Officer
Membership No.A19279

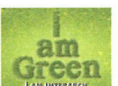


INTERARCH BUILDING PRODUCTS LIMITED

(Formerly known as Interarch Building Products Private Limited)

Corporate Office : B-30, Sector 57, Noida - 201301, India.

Tel.: +91 120 4170200, CIN: U45201DL1983PLC017029



BUILDING
INNOVATORS

Registered Office: Farm No-8, Khasra No. 56/23/2, Dera Mandi Road, Mandi Village, Tehsil Mehrauli, New Delhi - 110047, India.

info@interarchbuildings.com www.interarchbuildings.com

INTERARCH BUILDING PRODUCTS LIMITED

CIN: L45201DL1983PLC017029

Registered office Add: Farm No.-8, Khasara No. 56/23/2 Dera Mandi
Road, Mandi Village, Tehsil Mehrauli, New Delhi, Delhi, India, 110047

Website: www.interarchbuildings.com

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

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

<u>Version</u>	Effective date
Version 1	15.01.2024
Version 2	12.09.2024



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

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

INTRODUCTION

Securities and Exchange Board of India (“SEBI”) has, in order to protect the interests of investors in general and to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof, has issued the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“**the Regulations**”) pursuant to the powers conferred on it under Section 30 of Securities and Exchange Board of India Act, 1992 (“SEBI Act”) which is effective from 15th May, 2015.

The Regulations requires every Listed Companies to frame (a) Code of Conduct to regulate and report trading by its employees and other connected persons and (b) Code of Practices and Procedures for legitimate purposes for fair disclosure of Unpublished Price Sensitive Information, towards achieving compliance with the Regulations.

Accordingly, the Company has framed this code, which is in line with the aforesaid regulations and applicable on the Company.

1. APPLICABILITY:

The Code is applicable to the following persons:

- Promoters including member(s) of Promoter group
- Directors
- Designated Persons
- Concerned Advisers/Consultants/Retainers of the Company
- Connected Persons as defined in Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and in this Code of Conduct

2. DEFINITIONS:

In this Code unless the context otherwise requires, the following words, expression and derivations there from shall have the meanings assigned to them as under:

3.1. **'Act'** means Securities and Exchange Board of India Act, 1992.

3.2. **'Board'** means the Board of Directors of the Company.

3.3. **'Code'** or **'Code of Conduct'** shall mean this Code for or Regulating, Monitoring and Reporting of trades for prohibition of Securities and Exchange Board India (Prohibition of Insider Trading) Regulations, 2015 (SEBI PIT Regulations) as amended from time to time.

3.4. **'Company'** means Interarch Building Products Limited.

3.5. **'Compliance Officer'** means Company Secretary of the Company or in absence of Company Secretary, any senior officer, designated so or in absence of both, the Executive Director or such other senior officer, who is financially literate and is capable of appreciating requirements of 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 this 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 “financial literate” shall mean a person, who has ability to read and understand basic financial statement like Balance Sheet, Statement of Profit and Loss, 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
- (h) an official or an employee of a self-regulatory organization recognized 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 where in a director of the Company or his immediate relative or banker of the Company, has more than ten percent, of the holding or interest.

3.8. “Contra Trade” means a trade or transaction which involves buying or selling any number of securities of the Company and within 6 months, trading or transacting in an opposite transaction involving sell or buy following the prior transaction

3.9. Designated Person(s) shall mean and include

- (i) All Directors of the Company and their secretaries;
- (ii) Officers in the Senior Management of the company i.e., Leadership Team; Key Managerial Personnel,
- (iii) Company Secretarial Department, Central & Plants Finance & Accounts Department including Financial/ Business Counsels, Tax Department-Direct and Indirect, Information Technology Department, and as such other employees or Departments as may be notified from time to time.
- (iv) All Promoters and Promoter Group of the Company.
- (v) Chief Executive Officer and employees up to two levels below Chief Executive Officer of the Company irrespective of their functional role in the Company or ability to have access to UPSI
- (vi) Any such other Person identified by Chairman/MD/CEO/CFO in consultation with the Compliance Officer on the basis of their functional role and such function would provide access to UPSI.

3.10. ‘Director’ means a Member of the Board of Directors of the Company.

3.11. ‘Employee’ means every employee of the Company including the Directors in the employment of the Company.

3.12. ‘Generally available Information’ means information that is accessible to the public on a non-discriminatory basis.

3.13. ‘Immediate Relative’ means a spouse of a person, and includes parent, siblings 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

3.14. Insider’ means any person who is a connected person; or is in possession of or having access to unpublished price sensitive information.

3.15. ‘Key Managerial Person (KMP)’ means the person as defined in Section 2(51) of the Companies Act, 2013 including any amendment or modification thereto.

3.16. 'Insider' means any person who is a connected person; or is in possession of or having access to unpublished price sensitive information.

3.17. 'Key Managerial Person (KMP)' means the person as defined in Section 2(51) of the Companies Act, 2013 including any amendment or modification thereto.

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

3.19. "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification which includes: a. shares, scrips, bonds, debentures, debenture stock or other marketable securities of a like nature;

b. puts, calls or any other option on the Company's securities even though they are not issued by the Company;

c. futures, derivatives and hybrids;

d. such other instruments as may be declared to be such by the Compliance Officer from time to time; and

e. Excludes units of Mutual Fund.

3.20. Specified Persons means all Promoters, Directors, Key Managerial Personnel, including Designated Persons.

3.21. Takeover Regulations' means Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.

3.22. 'Trading' means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities of the Company whether directly or through any Portfolio Management Scheme or otherwise.

3.23. 'Trading Day' means a day on which the recognized Stock Exchanges are open for trading.

3.24. '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; and
- (v) changes in key managerial personnel (KMP)

Words and expressions used and not defined in this Code but defined in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI Act, 1992 (15 of 1992), Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made there under (including any statutory modifications or re-enactment thereof) shall have the meanings respectively assigned to them in those legislation.

3. TRADING WINDOW:

3.1 All Designated Persons including their immediate relatives shall deal in the securities of the Company only when the trading window is open. No Designated Persons including their immediate relatives shall deal in the securities when the trading window is closed. It is the duty of the Designated Persons to inform the immediate relative regarding the closure of the trading window and ensure that they do not deal in the securities of the Company.

3.2 The trading window will remain closed during the following periods:

SI No.	Details of Unpublished Information	Period of Closure of Window	
		Commencing From	Ending On
	Declaration of Financial Results (Quarterly/Half Yearly/Annual)	The close of the quarter/ half year/ year.	48 hours after the declaration of Financial Results for the respective quarter/ half year/ year as the case may be.

Additionally, the Compliance Officer may in consultation with the Managing Director, can specify a time for commencement of closing of Trading Window on an "as-needed" basis for any reason.

Further any other period as may be notified from time to time by the Compliance Officer will also be considered as a closed period.

3.3 The Compliance Officer or any other employee authorised will notify the Designated persons about the closure and opening of trading window and inform the Stock Exchanges.

3.4 When the trading window is open, trading by designated person shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed trades is above such thresholds as the Board of Directors may stipulate.

3.5 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., assisting or advising the Company.

4. PRE-CLEARANCE OF TRADES:

4.1 All designated persons who intend to deal in the Securities of the Company directly or indirectly or through their immediate relatives when the trading window is open and where the proposed value of trades is above Rs. 5,00,000/- in a calendar quarter (either in one transaction or a series of transactions) should take pre-clearance of the transaction from the Compliance Officer. The pre-dealing procedure shall be hereunder:

i. An application may be made in the prescribed form (Annexure-1) to the Compliance Officer indicating the estimated transaction value and the number of securities that the Designated Person and / or on behalf of their immediate relative, intends to deal in, the details of the securities in such depository mode and such other details as may be specified in this behalf.

ii. An undertaking shall be executed in favor of the Company by such Designated Person incorporating inter alia, the following clauses:

- That he / his immediate relatives are not in the possession of UPSI upto the time of signing of undertaking

- That in case he and / or his immediate relative(s) have access to or receive "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, he shall inform the Compliance Officer of the fact and that he would completely refrain from dealing in the securities of the Company till the time such information becomes public

- That he has not contravened the Code of Conduct for prevention of Insider Trading as notified by the Company / SEBI from time to time.

- That he has made a full and true disclosure in the matter

iii. No Designated Person including for dealings through their immediate relatives or Portfolio Managers 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.

iv. The Compliance officer shall also determine whether any such declaration is reasonably capable of being rendered inaccurate

v. All Designated Persons of the Company and their immediate relatives shall execute their order in respect of securities of Company within 7 (seven) trading days after the approval of preclearance is given. If the order is not executed within 7 (seven) trading days after the approval is given, the employee must obtain the pre-clearance for the transaction again.

vi. The Compliance Officer may approve / disapprove any of the pre-clearance requests, as per his / her analysis & checklist

5. REPORTING BY THE COMPLIANCE OFFICER:

5.1 The Compliance Officer shall furnish to the Board of Directors and in particular, shall provide to the Chairman of Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors, the following details:

- (i) Pre-clearance sanctioned or rejected;
- (ii) Details of transactions done pursuant to pre-clearance including those cases where no transaction has been executed after securing pre-clearance along with the reasons;
- (iii) Details of relaxation, if any from the strict requirements under this Code;
- (iv) Disciplinary actions, if any taken by Managing Director/Whole-time Director pursuant to this Code;
- (v) Disclosures under the SEBI PIT Regulations, if any;
- (vi) Trading plans, if any presented for approval;
- (vii) Other relevant information for each calendar quarter

The Compliance Officer shall place the aforesaid details to the Chairman of the Audit Committee at such frequency as may be stipulated by the board of directors, but not less than once in a year

6. DISCLOSURES UNDER SEBI PIT REGULATIONS AND THIS CODE:

6.1 The disclosure to be made by any person under this code shall include those relating to trading by immediate relative(s) of such person and by any other person for whom such person takes trading decisions. This disclosure of trading in securities shall also include trading in derivatives and traded value of the derivatives shall be taken into account for the purpose of this code.

6.2 Initial Disclosure

Every person on appointment as a KMP or a Director of the Company or upon becoming a Promoter or a member of a 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 (7) days of such appointment or becoming a Promoter.

6.3 Continual Disclosures

Every Promoter, Member of the Promoter Group, Designated Person and Director shall furnish in the prescribed form (**Annexure 5&6**) to the Compliance Officer the details of their holding of securities and transactions in the securities of the Company on a half yearly and annual basis.

If the value of the securities traded, whether in one transaction or series of transaction over any calendar quarter, aggregates to a traded value in excess of rupees Ten (10) Lakhs, the Promoter, Member of the Promoter Group, Designated Person and Director shall disclose to the Company the number of such securities acquired or disposed of within Two (2) trading days of such transaction in the form prescribed by SEBI. It is clarified that any incremental transactions after any disclosure under this clause shall be made when the transactions effected after the prior disclosure cross the threshold specified herein. The Company shall notify the particulars of such trading to the Stock Exchanges within Two (2) days of receipt of the disclosure or from becoming aware of such information.

6.4 Disclosures by other Connected Persons

The Compliance Officer may after considering the facts, circumstances and appropriateness, require the connected person or class of connected persons to whom the Company has to provide unpublished price sensitive information in the course of its business, to furnish the details of holdings and trading in securities of the Company as per **Annexure 5 & 6**.

6.5 Each Designated Person and connected person shall ensure that their respective wealth managers, portfolio managers or similar persons do not trade in the securities of the Company on behalf of any Designated Person or connected person, unless such Designated Person or connected person is permitted to trade in the securities of the Company in accordance with this Code.

7. CONFIDENTIAL INFORMATION AND UNPUBLISHED PRICE SENSITIVE INFORMATION

7.1 Directors and employees shall maintain strict confidentiality of business information and all Unpublished Price Sensitive Information of the Company.

7.2 The business information and all Unpublished Price Sensitive information should not be communicated to any person except in the course of performance of duties or discharge of legal obligations.

7.3 The Unpublished Price Sensitive Information shall be handled on a "need to know" basis i.e., price sensitive information shall 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 a conflict of interest or appearance of misuse of the information.

7.4 Files containing confidential information shall be kept secure. Computer files shall have adequate security of login and password as per the Company's IT Policy.

7.5 All employees must consult the Marketing Department of the Company and/or the Compliance Officer and /or Legal Department before communicating with the media or public. The Company's communication policy with the public will have to be adhered to at all times.

8. TRADING PLANS:

8.1 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 are carried out on his behalf in accordance with such plan. This gives an option to persons who may be perpetually in possession of Unpublished Price Sensitive Information and enabling them to trade in securities in a compliant manner.

8.2 Such Trading Plan shall:

- i. Not entail commencement of trading earlier than 120 calendar days from the public disclosure of the plan.
- ii. not entail overlap of any period for which another trading plan is already in existence;
- iii. 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 affected; and
- iv. not entail trading in securities for market abuse.

8.3 The Compliance Officer upon receipt of Trading Plan shall review the trading plan to assess whether the plan would have any potential for violation of these Regulations. The Compliance Officer shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

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

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

8.4 The Compliance Officer will endeavor to approve the Trading Plan together with necessary undertakings and declarations.

8.5 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 designated person/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.

8.6 Upon approval of the Trading Plan, the Compliance Officer will notify the plan to the Stock Exchange(s) on which the securities are listed.

9. DISCLOSURE OF TRADING BY DESIGNATED PERSONS OR INSIDERS:

9.1 All Designated Persons or Insiders including such person's immediate relatives and by any other person for whom such person takes trading decisions must disclose to the Compliance Officer of the Company.

9.2 The Disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of derivatives shall be taken into account, provided that trading in derivatives of securities is permitted by any law for the time being in force.

9.3 The disclosures shall be maintained by the Company for a minimum period of Five (5) years.

10. DEALING IN CASE OF SUSPECTED LEAK OR LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI):

10.1 Inquiry for Leakage of UPSI

All UPSI shall be handled on a need to know basis only. In case of any UPSI is proposed to be provided, the person proposing to provide the information shall consult Chief Financial Officer /Company Secretary /Chairman and Managing Director in advance.

In case any UPSI is leaked or is suspected to be leaked by any insider, the Ethics & Compliance Task Team consisting of Chief Executive Officer, Chief Financial Officer, Whole-time Director and Company Secretary, of the Company will investigate the matter and collect / gather the evidences and will report to the Chairman of Audit Committee. Chairman of the Audit Committee will thereafter convene the Meeting of the Audit Committee depending on severity of the matter.

10.2 Process for inquiry

All the matters concerning leak of UPSI or suspected leak of UPSI, will be thoroughly investigated by the Company Officer and may at his discretion, consider involving external investigators for the purpose of the investigation.

The Company Officer may ask the concerned insider to remain present for investigation, discussion etc. and for such investigation, he may ask for personal Bank Account Statement or such other details or documents as it deems fit.

10.3 Report to the Audit Committee for appropriate action

The Compliance Officer will report to the Chairman of the Audit Committee and upon receipt of report by Chairman, he will convene Meeting of the Audit Committee, depending on severity of the matter. The Audit Committee based on such report decides the suitable action including but not limited to withholding of salary / termination of employment / monetary penalty.

11. PENALTY FOR THE CONTRAVENTION OF THE CODE

11.1 Every Designated Person shall be individually responsible for complying with the provisions of this Code.

11.2 The Designated Person, who violates this Code shall, in addition to any other penal action that may be taken by the Company pursuant to the law, also be subject to disciplinary action including termination of employment, suspension, wage freeze, non-participation in future employee stock option or any other appropriate action as may be imposed by the Audit Committee / Board.

11.3 Action taken by the Company for violation of this code against any Designated Person will not preclude the SEBI from initiating any action for violation of the Regulations.

11.4 Any violations under the PIT Regulations and this Code will be reported by the Compliance Officer to SEBI.

12. AMENDMENTS:

The Board may, at any time, modify, alter and amend the provisions of this Code by giving notice of such modification, alteration and amendment to the Designated Persons.

Cautionary Statement: The Code is the internal policy of the Company to prevent Designated Persons and Connected Persons who are considered by the Company to be insiders of the Company for the purposes of the Regulations, for prevention of insider trading. It is however the responsibility of each Designated Person and Connected Person to ensure compliance with the provisions of the Regulations and other related laws. The Company shall not be responsible or liable for any violation or contravention by any Designated Person or Connected Person, of the Regulations or other related laws.

**ANNEXURE 1
SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL**

Date:

To
The Compliance Officer

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

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

	Name of the applicant	
	Designation	
	Number of Securities held as on date	
	Folio No. / DPID/ Client Id	
	The Proposal is a) Purchase of Securities b) Subscription to Securities c) Sale of Securities	
	Proposed date of dealing in securities	
	Estimated number of securities proposed to be acquired/subscribed/sold	
	Price at which the transaction is proposed (if off market)	
	Current Market Price (as on date of application)	
0	Whether the proposed transaction will be through Stock Exchange or off-market	
1	Folio No/ DPID/CLID where the securities will be credited /debited – (applicable for off market)	

2	Stock Derivative- lot size as notified given by exchanges a) Stock Future – No. of units, Price & Expiry Date b) Stock Option- No. of units, Put/ Call, Strike price & Expiry Date	
3	PAN and Mobile No.	

I enclose herewith the form of undertaking signed by me.

Yours faithfully

(Signature of Employee)

Emp.no

ANNEXURE 2
FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE
APPLICATION FOR PRE-CLEARANCE UNDERTAKING

To
The Compliance Officer

I, _____, of the Company residing at _____, am desirous of dealing in _____* shares of the Company/ stock derivatives as mentioned in my application dated for pre-clearance of the transaction.

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

I undertake to submit the necessary report within three (3) days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within seven (7) days of the receipt of approval failing which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.ate:

Signature:

* Indicate number of shares/units (contracts lot size)

ANNEXURE 3

FORMAT FOR PRE- CLEARANCE ORDER

To

Name: _____

Designation: _____

Place:

This is to inform you that your request for dealing in _____ (nos.) shares of the Company/ stock derivative as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) that is within _____ days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within _____ days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully

For Compliance Officer Date:

Encl.: Format for submission of details of transaction

ANNEXURE 4

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 3 days of transaction / dealing in securities of the Company)

To
The Compliance Officer

I hereby inform that I

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

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

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

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. 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 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).

Date: _____
Signature: _____
Name: Designation:

**ANNEXURE 5
FORMAT FOR INITIAL DISCLOSURE OF SECURITIES**

To
The Compliance Officer

I, _____, in my capacity as _____ of the Company hereby submit the following details of securities held in the Company as on _____ (date of designated person).

I. Details of securities held by me:

Type of Securities	No. securities held	Folio No	Beneficiary Client ID	A/c

II. Details of dependent(s):

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Procedures and Conduct for Prevention of Insider Trading, I hereby declare that I have the following dependents and immediate relatives:

Sl. No.	Name of the dependent/ and immediate relatives	Relation with Director / Officer / Designated Employee	PAN, Phone No./Mobile No.

III. Details of securities held by dependent(s)/ immediate relatives:

Name of Relative	Relationship	Type of securities	No. of Securities held	Folio No.	Beneficiary A/c Client ID

Date: Signature:

Details of change in securities held by dependent family members:

Name, PAN No. & address of shareholder And relationship	No. of securities held before the transaction	Receipt of allotment advice/acquisition of /sale of Securities	Nature of transaction & quantity			Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed
			Purchase	Sale	Others		

I/We declare that I/We have complied with the requirement of the minimum holding period of six months with respect to the securities purchased/sold.

I hereby declare that the above details are true, correct and complete in all respects.

Date:

Signature:

Policy for determination for Legitimate purposes for disclosure of unpublished price sensitive information

[Under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015]

The Company believes in timely and adequate disclosure of price sensitive information legitimate purposes. The following norms shall be followed for disclosure of Price Sensitive Information.

- a. The Company Secretary is designated as the Compliance Officer to administer the code of conduct and other requirements under these regulations.
- b. The Compliance Officer shall after clearance by the Managing Director furnish Price Sensitive Information to the Stock Exchanges.
- c. The quarterly financial information of the Company shall be hosted on the website of the Company after the information is furnished to the Stock Exchanges.
- d. The Managing Director responsible for Investor Relations shall oversee and carry out disclosure of price sensitive information to Stock Exchanges, Analysts, Shareholders and the media. He shall be responsible for ensuring that the Company complies with continuous disclosure requirements.
- e. Disclosure/dissemination of information may be approved in advance by the Managing Director or the Compliance Officer as the case maybe.
- f. If information is accidentally disclosed without prior approval, the person making such disclosure shall immediately inform the Managing Director, even if the information is not considered to be price sensitive.
- g. The Compliance Officer in consultation with the Managing Director shall respond to queries or requests from Stock Exchanges concerning market rumors.
- h. The Managing Director shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and then make the disclosure.
- i. The Compliance Officer shall make disclosure of shareholdings / ownership by the major shareholders and also make disclosure of changes in ownership as required under the Stock Exchange listing agreement and / or under any rule / Regulation made under the Act.
- j. All Directors, Officers and Employees of the Company shall comply with the following guidelines while dealing with analysts and institutional investors:
- k. Only public information shall be provided to the analyst / research persons / large investors like institutions. Alternatively, the information so given should be simultaneously made public at the earliest.

i. In order to avoid misquoting or misrepresentation, the Compliance Officer and one other representative of the Company shall be present at Meetings with Analysts, Brokers or Institutional Investors and discussions shall be recorded.

ii. Analysts' questions that raise issues outside the intended scope of discussion should be handled with care. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.

iii. When any Meeting is organized with analysts, a press release shall be made, or relevant information hosted on website after every such meet. The Company may consider live web casting of analyst meets.

iv. Disclosure / dissemination of information may be made through various media so as to achieve good reach and quick dissemination. Disclosure to Stock Exchange shall be made promptly. Disclosures may also be made through the use of dedicated Internet website. Company website may be used to give investors a direct access to analyst briefing material, significant background information, questions and answer

