

## TRANSPEK INDUSTRY LIMITED

### **CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION - 2015**

*[Principles of fair disclosure pursuant to Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015 read with Schedule A to the said Regulations]*

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The Company believes in adopting, practising and upholding the highest standards of professionalism, honesty, integrity and ethical behaviour in order to prohibit and prevent insider trading in the Company's securities. Towards this end, the Company has formulated a Code of Conduct to be followed by its directors, designated employees and advisers, consultants and retainers (hereinafter referred to as 'Designated Persons') who, in the opinion of the Company, may have access to price sensitive information.

The Company adopts principles, practices and procedures as under to ensure fair disclosure of unpublished price sensitive information and undertakes to follow the same:

1. The Company and the 'Designated Persons' shall maintain confidentiality of all unpublished price sensitive information (hereinafter referred to as 'UPSI'), shall communicate the same purely on 'need-to-know basis' and shall not communicate to any unauthorized person or on selective basis.
2. The Company shall ensure uniform and universal dissemination of UPSI to avoid any selective disclosure of such information.
3. The Company shall promptly disclose UPSI once such credible and concrete information comes into being.
4. The Company shall disclose UPSI by making its prompt disclosure with sufficient and unambiguous details to the Stock Exchange on which its securities are listed. The Company shall also disclose UPSI on its website.
5. In case the Company finds that any UPSI has been disclosed selectively, inadvertently or otherwise, it shall promptly disclose and disseminate as soon as the circumstances permit such information to make it uniformly and non-discriminatorily available to the general public.



6. The Company designates its 'Company Secretary' as its Chief Investor Relations Officer and entrusts him with the function of dissemination and disclosure of UPSI. The Company Secretary is entrusted with giving appropriate and fair response to the regulatory authorities in respect of queries, questions and explanations in relation to news reports and market rumours. In the absence of the Company Secretary, the Chief Financial Officer shall be the Chief Investor Relations Officer. Whenever both the Company Secretary and the Chief Financial Officer are not available, the Executive Director shall be the Chief Investor Relations Officer.
7. The Company shall ensure that no UPSI is shared with analysts and researchers on a selective basis.
8. The Company shall ensure that its conferences with analysts and investors shall be open to participation by all analysts, shareholders and other investors.
9. The Company shall make transcripts or records of proceedings of its meetings with analysts/ investor conferences and make the same accessible to all by uploading them on its website.



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**TRANSPEK INDUSTRY LIMITED**  
**CODE OF CONDUCT FOR PREVENTION OF**  
**INSIDER TRADING IN THE SECURITIES OF THE COMPANY**

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The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 have been formulated to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework to safeguard the interests of common investors.

This Code of Conduct has been framed by the Board of Directors of the Company with a view to prevent its employees and other designated persons, who are reasonably expected to have access to unpublished price sensitive information, from trading in the securities of the Company to the disadvantage of the common investors.

**CHAPTER 1 – SHORT TITLE AND COMMENCEMENT**

- 1.1 This Code of Conduct shall be known as “Transpek Industry Limited Code of Conduct for Prevention of Insider Trading-2015” and is hereinafter referred to as the “TIL Code of Conduct” or “Code of Conduct.”
- 1.2 This Code of Conduct has been made pursuant to Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and may be modified by the Board of Directors of the Company from time to time.
- 1.3 This Code of Conduct will come into force on 15<sup>th</sup> May, 2015 the date on which Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 come into force and replace the existing Code of Conduct framed and brought into force on 18<sup>th</sup> September, 2002, pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 1992. Any amendment to this Code of Conduct shall come into force on the date the same is intimated to the persons to whom it applies.

**CHAPTER 2 – APPLICABILITY**

- 2.1 This Code shall be applicable to the following persons:
  - a. Directors
  - b. Designated Employees
  - c. Concerned Advisers/Consultants/Retainers of the Company; and
  - d. ‘Connected Persons’ as defined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- 2.2 This Code of Conduct will also apply in respect of trading in the securities of the Company by the immediate relatives of the Directors, Designated Employees and Concerned Advisers/Consultants/Retainers of the Company.



- 2.3 Compliance with this Code of Conduct is in addition to (and not in lieu / replacement of) any other regulations for prevention and prohibition of insider trading including Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

### CHAPTER 3 - DEFINITIONS

- 3.1 "Act" means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
- 3.2 "Board" and "Board of Directors" mean the Board of Directors of the Company.
- 3.3 "Committee" means a Committee, if any, constituted by the Company for the implementation of this Code of Conduct.
- 3.4 "Companies Act" means the Companies Act, 2013.
- 3.5 "Company" means Transpek Industry Limited.
- 3.6 "Compliance Officer" means the Company Secretary of the Company and in case where the Company Secretary is not available, then the Chief Financial Officer shall be the Compliance Officer. Whenever both the Company Secretary and the Chief Financial Officer are not available, then 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 designated so and reporting to the Board of Directors 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 this Code of Conduct shall be the Compliance Officer functioning under the overall supervision of the Board of Directors of the Company.
- 3.7 "Concerned Advisers/Consultants/Retainers" of the Company means such Advisers/ Consultants/Retainers/Professionals who in the opinion of the Company may have access to price sensitive information.
- 3.8 "Designated Employee(s)" shall mean and include:
- (i) all the employees in the Finance, Accounts, Secretarial and Legal departments of the rank of Officer and above;
  - (ii) all the senior management personnel as defined in the explanation to Section 178 of the Companies Act, 2013;
  - (iii) all other employees of the rank of Manager and above; and
  - (iv) such other employees who may be so designated from time to time by the Company for the purpose of this Code of Conduct.
- 3.9 "Director" means a director appointed to the Board of Directors of the Company.



- 3.10 **"Employee"** means every employee of the Company including the Directors in the employment of the Company.
- 3.11 **"Generally available Information"** means information that is accessible to the public on a non-discriminatory basis.
- 3.12 **"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.
- 3.13 **"Regulations"** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- 3.14 **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
- 3.15 **"Stock Exchange"** means a stock exchange where the securities of the Company are listed for the time being.
- 3.16 **"Specified Persons"** means and includes the Directors, Designated Employees, Concerned Advisers/Consultants/Retainers of the Company and their immediate relatives.
- 3.17 **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- 3.18 **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- 3.19 **"Trading Day"** means a day on which the recognized stock exchanges are open for trading.
- 3.20 **"Trading Window"** means a period for trading in the Company's Securities by the Directors, the Designated Employees, the Advisers/ Consultants/ Retainers and their immediate relatives.
- 3.21 **"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 include, 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; and



- (vi) material events in terms of the provisions of the listing agreement.

All other words and expressions used and not defined in this Code of Conduct but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the 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 thereunder shall have the meanings respectively assigned to them in those Acts/Regulations.

## **CHAPTER 4 – CODE OF CONDUCT**

### **4.1 Role of Compliance Officer:**

- 4.1.1 The Compliance Officer of the Company shall, under the overall supervision of the Board of Directors, be responsible for monitoring adherence to this Code of Conduct, pre-clearing and monitoring of trades covered by this Code of Conduct, implementation of this Code of Conduct and for maintenance of list of the Directors, the Designated Employees and Concerned Advisers/Consultants/Retainers.
- 4.1.2 The Compliance Officer of the Company shall report on insider trading to the Board of Directors of the Company and, in particular, shall provide reports to the Chairman of the 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.
- 4.1.3 The Compliance Officer of the Company shall assist all the persons to whom this Code of Conduct applies in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and this Code of Conduct.

### **4.2 Preservation of "Price Sensitive Information":**

The Directors, Designated Employees and Concerned Advisers/Consultants/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.

### **4.3 "Price Sensitive Information" not to be passed on:**

The Directors, Designated Employees and Concerned Advisers/Consultants/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.



#### 4.4 Limited access to confidential information:

The Directors, Designated Employees and Concerned Advisers/Consultants/Retainers of the Company shall keep the files containing confidential price sensitive information duly secured. Computer files must be kept with adequate security of log-in and password, etc.

#### 4.5 Trading in Securities:

- 4.5.1 The Specified Persons shall be subject to the trading restrictions enumerated below in relation to the Company's Securities.
- 4.5.2 The Specified Persons shall not take position in derivative transactions in the shares of the Company at any time.
- 4.5.3 The Specified Persons shall not trade in the Company's securities while in possession of unpublished price sensitive information.
- 4.5.4 The trading window shall be closed during any period as may be specified by the Company and shall be closed 7 days before the happening of the following events and shall remain closed up to 24 hours after the publication of the concerned price sensitive information.
- a. Declaration of Financial Results (Quarterly, Half Yearly and Annual)
  - b. Declaration of dividends (both interim and final)
  - c. change in capital structure
  - d. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions
  - e. changes in key managerial personnel
  - f. material events in accordance with the listing agreement
  - g. any major expansion plans or execution of new projects
- 4.5.5 All Specified Persons shall conduct all their trading in the securities of the Company only in a valid trading window and shall not trade in the Company's securities during the periods when the trading window is closed.
- 4.5.6 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 window is closed.



**4.6 No Opposite Transaction**

The Specified Persons who buy or sell any shares of the Company shall not enter into an opposite transaction i.e. sell or buy any shares of the Company during the next six months following the prior transaction.

**4.7 Pre-clearance of trades:**

- 4.7.1 A Director, Designated Employee and Concerned Adviser/ Consultant/ Retainer intending to deal, or whose immediate relative intends to deal, in the securities of the Company exceeding the threshold limit of securities having value of Rs.5,00,000 or more shall have to make an application in **FORM A** to the Compliance Officer for pre-clearance of the transaction. Form A shall be accompanied by **FORM A-1**.
- 4.7.2 However, no person shall be entitled to apply for pre-clearance of any proposed trade if such person is in possession of unpublished price sensitive information even if the trading window is not closed and hence he/she shall not be allowed to trade.
- 4.7.3 The Compliance Officer shall issue Pre-clearance Order in **FORM B** after receipt of application in **FORM A**.
- 4.7.4 Only after receiving the Pre-clearance Order, the trading in the securities shall be carried out.
- 4.7.5 The execution of the order in respect of securities of the Company shall have to be completed within one week of approval of pre-clearance, failing which Application shall have to be made again in Form A.
- 4.7.6 The Directors, Designated Employees, Concerned Adviser/ Consultant/ Retainer shall promptly give a letter of "Confirmation of Deal" to the Compliance Officer upon completion of the trade in **FORM C**.
- 4.7.7 No contra trade shall be made within a period of six months from the date any trading in securities of the Company is carried out by any specified person.
- 4.7.8 In case of personal emergency, the 6 months holding period may be waived by the Compliance Officer if application is made in **FORM D**. The Compliance Officer shall record reasons for the same. However, no such sale will be permitted when the Trading Window is closed.





## CHAPTER 5- DISCLOSURE POLICY

(Reporting Requirements for transactions in Securities)

- 5.1 All Directors, Designated Employees and Concerned Advisers/Consultants/Retainers shall have to forward the details of their/their immediate relatives' securities transactions to the Compliance Officer in the following manner:-
- 5.1.1 All holdings of securities in the Company within 30 days of these Regulations taking effect, in the prescribed **FORM E** for initial disclosure.
- 5.1.2 Quarterly statement of transactions in securities in **FORM F** covering sales, purchase or other dealing in the securities of the Company exceeding Rs.5,00,000 in traded value (which may be increased or decreased by the Board of Directors of the Company) within one month of the end of the quarter. If there is no transaction or if the total traded value of the transaction is less than Rs.5,00,000 in a particular quarter, then "nil" statement is not required to be submitted.
- 5.1.3 Annual Statement of all holdings in securities of the Company as on 31<sup>st</sup> December every year to be submitted on or before 31<sup>st</sup> January of the subsequent calendar year in **FORM G**. "Nil" statement is not required to be submitted if no shares are held.
- 5.1.4 All holding of securities in the Company within seven days of his joining/appointment in prescribed **FORM E**.
- 5.1.5 The Compliance Officer shall maintain records of all the declarations for a period of five years.

## CHAPTER 6- PENALTIES

(Penalty for contravention of the code of conduct)

- 6.1 Director, Designated Employee and Concerned Adviser/ Consultant/ Retainer who trades in securities or communicates any confidential information for trading in securities in contravention of this Code of Conduct will be penalised and appropriate action can be taken against him by the Company after giving him a reasonable opportunity of being heard. The person who violates this Code of Conduct in any manner whatsoever may also be subjected to disciplinary action including wage freeze, suspension, in-



eligibility for future participation in Employees Stock Option Scheme (ESOP), etc.

- 6.2 If any contra trade is executed by any person in violation of clause 4.7.7, the profits from such trade shall be liable to be transferred to Securities and Exchange Board of India for credit to Investor Protection and Education Fund.
- 6.3 The action by the Company shall not preclude Securities and Exchange Board of India from taking any action in case of violation of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.



FORM A

APPLICATION FOR PRE-CLEARANCE

To  
The Compliance Officer  
Transpek Industry Limited  
6<sup>th</sup> Floor, Marble Arch,  
Race Course, Vadodara - 390007

Date:

From: Name :  
Designation :  
Department :

Through Division/Department Head

With reference to the Transpek Industry Limited Code of Conduct for Prevention of Insider Trading, I seek your approval for me/my immediate relative i.e. Mr/Mrs/Miss \_\_\_\_\_ to subscribe to/agree to subscribe to/purchase/sell/deal in as an agent/principal \_\_\_\_\_ (nos.) equity shares of the Company.

I or any of my immediate relatives shall not enter into an opposite transaction i.e. buy/sell any shares of the Company during the next six months of purchase/sale pursuant to this application.

I declare that neither I nor any of my immediate relatives am/is in possession of unpublished price sensitive information relating to the Company.

I declare that I or any of my immediate relatives have/has not taken any position in derivative transactions in the shares of the Company at any time.

I hereby state that:

- (a) I have no access to nor do I have any information that could be construed as "Price Sensitive Information" as defined in the Code of Conduct up to the time of signing of this undertaking;
- (b) In the event that I have access to or receive any information that could be construed as "Price Sensitive Information" as defined in the Code of Conduct 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 I/all my immediate relatives shall completely refrain from dealing in the securities of the Company until such information becomes public;



- (c) I have not contravened the provisions of the Code of Conduct for prevention of Insider Trading as notified by the Company from time to time;
- (d) I have made full and true disclosure in the matter.

The statement of shareholding in Form 'A-1' as on \_\_\_\_\_ is enclosed for your perusal in this connection.

Signature \_\_\_\_\_

Name \_\_\_\_\_



**FORM A-1**

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

To:

The Compliance Officer  
Transpek Industry Limited  
6th Floor, Marble Arch,  
Race Course, Vadodara - 390007.

**STATEMENT OF HOLDINGS AT THE TIME OF PRE-CLEARANCE**

**I. DETAILS OF SHAREHOLDING OF DIRECTORS, DESIGNATED EMPLOYEES AND CONCERNED ADVISERS/ CONSULTANTS/ RETAINERS HELD IN THEIR OWN NAME**

Name	Designation	Department	No. of Shares Held (with Folio/DP ID/Client ID)	Nature of Transaction for which approval is sought	No. of Shares to be dealt with

**II. DETAILS OF SHARES HELD BY IMMEDIATE RELATIVE(S)**

Name	Relationship	No. of Shares Held (with Folio/DP ID/Client ID)	Nature of Transaction for which approval is sought	No. of Shares to be dealt with

I/We hereby declare that the shares to be sold have been held by me/my immediate relatives for a minimum period of 6 months.

Signature \_\_\_\_\_

Name \_\_\_\_\_



**FORM - B**

**PRE-CLEARANCE ORDER**

To  
Mr./Mrs./Miss \_\_\_\_\_

Date:

This is to inform you that your request dated \_\_\_\_\_ for dealing in \_\_\_\_\_ (Nos.) shares of the Company as mentioned in your above-mentioned application is approved, based on the information furnished by you in Form A and Form A1. Please note that the said transaction must be completed within 7 trading days from today.

FOR TRANSPEK INDUSTRY LIMITED

Compliance Officer



FORM - C

CONFIRMATION OF DEAL

To:

The Compliance Officer  
Transpek Industry Limited  
6th Floor, Marble Arch,  
Race Course, Vadodara - 390007.

Date:

I confirm that the transaction for trading in shares for which approval was granted on \_\_\_\_\_ was completed on \_\_\_\_\_ (i.e. within seven trading days from the date of approval) by purchasing/selling \_\_\_\_\_ (Nos.) equity shares of the Company.

Signature \_\_\_\_\_

Name \_\_\_\_\_



FORM D

**APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD**

The Compliance Officer  
Transpek Industry Limited  
6th Floor, Marble Arch,  
Race Course, Vadodara - 390007.

Date:

Through Division/Department Head

Dear Sir,

I request you to grant me waiver of the minimum holding period of 6 months as required under the Code of Conduct for Prevention of Insider Trading with respect to \_\_\_\_\_ shares of the Company held by me/ \_\_\_\_\_ (name of the immediate relative) singly/jointly acquired by me on \_\_\_\_\_ (Date). I/Mr./Mrs./Miss \_\_\_\_\_ desire(s) to sell the said shares on account of \_\_\_\_\_

\_\_\_\_\_ (give reasons & justification).

Thanking you,

Yours faithfully,

Name:  
Designation:  
Department:





**FORM E**

**FORM FOR INITIAL DISCLOSURE OF DETAILS OF SHARES HELD BY DIRECTORS, DESIGNATED EMPLOYEES, CONCERNED ADVISERS/ CONSULTANTS/ RETAINERS AND THEIR IMMEDIATE RELATIVE**

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

To:

The Compliance Officer  
Transpek Industry Limited  
6th Floor, Marble Arch,  
Race Course, VADODARA - 390007.

**1. DETAILS OF SHAREHOLDING OF DIRECTORS/DESIGNATED EMPLOYEES AND CONCERNED ADVISERS/CONSULTANTS/RETAINERS**

Name	Designation	Department/ Date of Joining	No. of Shares Held	Date of Acquisition	Folio No./DP ID/Client id

**2. DETAILS OF SHARES HELD BY IMMEDIATE RELATIVE(S)**

Name of Relative	Relationship	No. of Shares held	Folio No./DP ID/Client ID

Signature \_\_\_\_\_

Name \_\_\_\_\_



**FORM F**

**QUARTERLY DISCLOSURE OF SHAREHOLDING  
(TO BE SUBMITTED ONLY IF DEALING IN SHARES IN A QUARTER EXCEEDS RUPEES FIVE LACS IN VALUE)**

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

To:  
The Compliance Officer  
Transpek Industry Limited  
6th Floor, Marble Arch,  
Race Course, Vadodara - 390007.

**I. DETAILS OF SHARES HELD BY THE DIRECTORS, DESIGNATED EMPLOYEES AND CONCERNED ADVISERS/CONSULTANTS/RETAINERS**

Name	Designation	Dept.	No. of Shares held on (beginning of the Quarter)		No. of Shares bought during the Quarter		No. of Shares sold during the Quarter		No. of Shares held on (end of the Quarter)		Folio No./DP ID/Client ID
			Share	Value	Share	Value	Share	Value	Share	Value	

**II. DETAILS OF SHARES HELD BY THE IMMEDIATE RELATIVE(S)**

Name	Relationship	No. of Shares held on (beginning of the Quarter)		No. of Shares bought during the Quarter		No. of Shares sold during the Quarter		No. of Shares held on (end of the Quarter)		Folio No./DP ID/Client ID
		Share	Value	Share	Value	Share	Value	Share	Value	

1. I declare that I/my immediate relatives have complied with the requirement of not entering into an opposite transaction i.e. buy/sale of shares of the Company within six months of sale/purchase of the shares of the Company.
2. I declare that I/my immediate relatives have not taken any position in derivative transactions in the shares of the Company at any time.



Signature \_\_\_\_\_

Name \_\_\_\_\_

**FORM G**

**ANNUAL DISCLOSURE OF SHAREHOLDING**

Date \_\_\_\_\_

To:

The Compliance Officer  
Transpek Industry Limited  
6th Floor, Marble Arch,  
Race Course, Vadodara - 390007.

**I. DETAILS OF SHARES HELD BY DIRECTORS, DESIGNATED EMPLOYEES AND CONCERNED ADVISERS/CONSULTANTS/RETAINERS**

Name	Designation	Dept.	No. of Shares held on 1 <sup>st</sup> January,	No. of Shares bought during the year	No. of Shares sold during the year	No. of Shares held on 31 <sup>st</sup> December,	Folio No./DP ID/Client ID

**II. DETAILS OF SHARES HELD BY THE IMMEDIATE RELATIVE(S)**

Name	Relationship	No. of Shares held on 1 <sup>st</sup> January,	No. of Shares bought during the year	No. of Shares sold during the year	No. of Shares held on 31 <sup>st</sup> December,	Folio No./DP ID/Client ID

1. I declare that I/my immediate relatives have complied with the requirement of not entering into an opposite transaction i.e. buy/sale of shares of the Company within six months of sale/purchase of the shares of the company.
2. I declare that I/my immediate relatives have not taken any position in derivative transactions in the shares of the Company at any time.



Signature \_\_\_\_\_

Name \_\_\_\_\_