

NARBADA GEMS AND JEWELLERY LIMITED

Code of Conduct for Prohibition of Insider Trading
(Last modified on 29th June, 2022)

1. INTRODUCTION:

Securities and Exchange Board of India (SEBI) has taken various initiatives that ensure the integrity of the securities markets in line with the mandate conferred upon it.

The Code of conduct for prohibition of Insider Trading is framed in line with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as the “Regulations”) which is effective from 1st April, 2019. This Code lays down the governance in dealing with Unpublished Price Sensitive Information (“hereinafter referred to as “UPSI”) and trading by the Company, Designated Persons and Immediate relatives of Designated Persons.

2. DEFINITIONS:

The following terms are used in this Code with the meanings specified:

“**Act**” means the Securities and Exchange Board of India Act, 1992 as may be amended from time to time;

“**Board**” means the Securities and Exchange Board of India;

“**Chinese Wall**” means policies, procedures, and physical arrangements designed to manage and safeguard UPSI (defined hereinafter) and prevent inadvertent transmission or communication thereof;

“**Company**” means Narbada Gems and Jewellery Limited;

“**Code**” means this Code of Conduct for Prohibition of Insider Trading and to Regulate, Monitor and Report Trading by Designated Persons and their Immediate Relatives in the Securities, as amended by the Board from time to time.

“**Compliance Officer**” means any senior officer, designated so and reporting to the board of directors or head of the organization in case the Board is not there, 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board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 or the head of an organization, as the case may be.

Explanation – For 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;

“**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 the 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 wherein a director of a company or his immediate relative or banker of the company, has more than ten percent of the holding or interest;

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

“Generally available information” means information that is accessible to the public on a non-discriminatory basis;

“Immediate relative” means a spouse of a person, and includes parent, sibling, and child of such person or the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to trading in securities;

“Insider” means any person who is:

- i. a connected person; and/or
- ii. in possession of or having access to unpublished price-sensitive information;

“Intermediaries” shall include such persons as defined in Section 12 of the Securities and Exchange Board of India Act, 1992 viz., Stock Brokers, Sub-brokers, Share Transfer Agents, Banker to an Issue, Trustee of a Trust Deed, Registrar to an Issue, Merchant Banker, Underwriter, Portfolio Manager, Investment Adviser and such other persons associated with Securities Market and registered with SEBI.

“Key Managerial Personnel” means key managerial personnel as defined in sub-section (51) of Section 2 of the Companies Act, 2013.

“Leak of UPSI” shall refer to such act/circumstance(s) by virtue of which an UPSI is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof.

“Promoter” 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 modification thereof;

“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;

“Specified” means specified by the Board in writing;

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

“**Trading**” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly;

“**Trading Day**” means a day on which the recognized stock exchanges are open for trading.

“**Trading Window**” means the period during which Designated Persons and their Immediate Relatives can trade in the Company’s securities.

“**Trading Plan**” has the meaning ascribed to in Clause 5 of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

“**Unpublished Price Sensitive Information (“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, delistings, disposals, and expansion of business and such other transactions;
- (v) changes in key managerial personnel;

All other words and expressions used but not defined in this Code, shall have the same meaning as defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) of the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

3. DUTIES, ROLES AND RESPONSIBILITIES OF COMPLIANCE OFFICER:

- a) The Compliance Officer shall be responsible for setting forth and monitoring compliance with policies and procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of Trades as per the Code and implementation of the Code, maintaining records of the designated persons and their immediate relatives and any changes made in the list of designated persons and their immediate relatives and providing guidance and clarifications sought by designated persons regarding the Regulations and the Code.
- b) The Compliance Officer shall report to the Board of Directors and shall provide reports to the Chairman of the Audit Committee if any, or to the Chairman of the Board of Directors at such interval which shall not be less than one year in respect of Trading in the Securities of the company by the designated persons and their immediate relatives, the trading plans and pre-clearance applications approved and rejected by the compliance officer.
- c) The Compliance Officer shall approve the trading plan of an Insider and intimate the plan to the Stock Exchange. Designated persons may execute trades subject to compliance with these regulations. Trading by designated persons shall be subject to pre- clearance by the compliance officer(s), if the value of the proposed trades is above such thresholds as the board of directors or head(s) of the Company may stipulate.
- d) The compliance officer shall confidentially maintain a list of such securities as a “restricted list” which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.
- e) The Compliance Officer shall ensure that the code of conduct shall specify reasonable timeframe, which in any event shall not be more than seven trading days, within which trades that have been pre-cleared have to be executed by the designated person, failing which fresh pre-clearance would be needed for the trades to be executed.

4. DETERMINATION OF LEGITIMATE PURPOSE:

The term “**legitimate purpose**” includes sharing of UPSI in the ordinary course of business with Company’s collaborators, and lenders including prospective lenders, customers, suppliers, legal advisors, auditors, credit rating agencies, or other advisors, service providers or consultants; provided that such sharing of UPSI has not been carried out to evade or circumvent the prohibitions of the Regulations.

Whether sharing of UPSI for a particular instance is tantamount to ‘legitimate purpose’ would entirely depend on the specific facts and circumstances of each case. Primarily, the following factors should be considered while sharing the UPSI:

- a) whether sharing of such UPSI is in the ordinary course of business of the company;
- b) whether sharing of such UPSI is in the interests of the company or furtherance of a genuine commercial purpose; and
- c) whether the nature of UPSI being shared is commensurate with the purpose for which access is sought to be provided to the recipient.

Any person who is in receipt of UPSI pursuant to a “**legitimate purpose**” shall be considered an Insider for the purpose of these Regulations and due notice shall be given to such persons to maintain the confidentiality of such UPSI in compliance with the Regulations.

5. COMMUNICATION, PROCUREMENT, PRESERVATION OF UPSI AND CHINESE WALL PROCEDURES:

- a) All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. This code of conduct shall contain norms for appropriate Chinese Walls procedures, and processes for permitting any designated person to “cross the wall”.
- b) UPSI should be maintained within the Chinese Walls at all times. In the event any person (who is not a designated person) is required to be wall-crossed, i.e., brought over the Chinese Wall in order to obtain access to the UPSI for a specific purpose, prior approval of the Managing Director must be sought. The managing director shall consider whether such person being wall-crossed, is being provided UPSI on a need-to-know basis. Further, information shared with such wall-crosser should be limited to the specific transaction or purpose for which their assistance is required.
- c) All persons who have wall-crossed should be notified that they would be considered to be a designated person under this code and consequently, required to comply with all applicable provisions of the code and Regulations, till such information remains UPSI.
- d) UPSI is to be handled on a “need to know” basis. It should be disclosed only to those who need the information to discharge their duties and possession of UPSI by them will not give rise to a conflict of interest or misuse of UPSI.
- e) Files containing UPSI shall be kept secured with restricted access and computer files containing UPSI should be protected with the help of login, passwords, etc.
- f) In case of any transaction(s) involving UPSI, the managing director shall identify the designated person(s) who shall have access to any inside information relating to such sensitive transaction(s). While dealing with such inside information, these designated persons shall, to the extent applicable, adhere to the provisions of this Clause.
- g) UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would :-

- (i) entail an obligation to make an open offer under the takeover regulations where the board of directors of the listed company is of informed opinion that sharing of such information is in the best interests of the company;
- (ii) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the listed company is of informed opinion that sharing of such information is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts.

Further, in order to avail of the above-mentioned exemptions, the board of directors shall require the parties to execute agreements to ensure confidentiality and non-disclosure obligations on the part of such parties, and such parties shall keep the information so received confidential, except for the purpose of sub-regulation (3), and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

6. TRADING BY “INSIDER”:

No Insider or his/her Immediate Relatives shall directly or indirectly trade in securities of the Company when he/ she is in the possession of UPSI:

Provided that the insider may prove his innocence by demonstrating the circumstances including the following:

- a) the transaction is an off-market inter-se transfer between promoters who were possession of the same UPSI and both parties had made a conscious and informed trade decision.
Provided that such UPSI was not obtained under Regulation 3(3) of the Regulations.
Provided further that such off-market trades shall be reported by the Insiders to the Company within two working days and the Company shall notify the particulars of such trades to the Stock Exchange(s) on which the securities are listed, within two trading days from receipt of the disclosure or from becoming aware of such information;
- b) the transaction was carried out through the block deal window mechanism between persons who were in possession of the UPSI without being in breach of Regulation 3 of the Regulations and both parties had made a conscious and informed trade decision;
Provided that such UPSI was not obtained by either person under Regulation 3(3) of the Regulations;
- c). the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
- d. the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations;
- e. in the case of non-individual insiders: –
 - i. the individuals who were in possession of such UPSI were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to trade; and
 - ii. appropriate and adequate arrangements were in place to ensure that the Regulations are not violated and no UPSI was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
- f. the trades were executed pursuant to a trading plan.

7. PREVENTION OF MISUSE OF UPSI

All designated persons and their immediate relatives shall be subject to trading restrictions as stated below:

a) Trading Window

- (i) The Compliance Officer shall notify a 'trading window' during which the Designated Persons may Trade in the Company's securities after securing pre-clearance from the Compliance Officer in accordance with these Rules. The competent authority for pre-clearing the trade of Compliance Officer shall be Board.
- (ii) Designated Persons shall not Trade in the Company's securities when the trading window is closed.

b) Prohibition on Trading in Securities of the company

Designated persons and their immediate relatives shall not Trade in the Securities of the company:

- (i) during the Prohibited Period (as defined below) or
- (ii) at any time (even when the Trading Window is open) if in possession of UPSI.

c) Prohibited Period means

- (i) a period from the end of every financial year till 48 hours after the declaration of unaudited/ audited annual financial results;
 - (ii) a period from the end of every quarter till 48 hours after the declaration of unaudited/ audited quarterly financial results; and
 - (iii) any period when the compliance officer otherwise has reasons to believe that designated persons can reasonably be expected to have possession of UPSI; Provided that where such UPSI is proposed to be considered at a meeting of the board of directors of the company, such period shall, as far as practicable, commence at least 7 days before such meeting of the board of directors. The compliance officer shall determine the timing for re-opening the Trading Window taking into account various factors including UPSI in question becoming Generally Available Information and being capable of assimilation by the market, which in any event shall not be earlier than 48 hours after the information becomes Generally Available Information.
- d) The intimation about the Prohibited Period shall be given by the compliance officer, wherever required, through e-mail, circular, and/ or posting on the website of the company, etc.

8. PRE-CLEARANCE OF TRADE:

When the trading window is open, trading by the Designated Persons shall be subject to preclearance by the Compliance Officer, if the value of the proposed trade(s) is above a minimum threshold limit of Rs. 10,00,000/- (Rupees Ten Lakhs Only) in value in any calendar quarter. The Designated Persons shall be required to submit application for pre-clearance along with Undertaking in the format specified in Annexure I.

Prior to approving any trades, the Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any UPSI. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

- a) Designated Persons may Trade in the securities of the Company when the trading window is open, after obtaining approval of the Compliance Officer by submitting an application and undertaking as per Annexure-I.
- b) The Compliance Officer shall not approve any proposed Trade by Designated Person if the Compliance Officer determines that such Designated Person is in possession of UPSI even though the trading window is open.

- c) The Compliance Officer may, after being satisfied that the application and undertaking are true and accurate, approve Trading by a Designated Person, on the condition that the Trade so approved shall be executed within seven trading days following the date of approval.
- d) The Designated Person shall, within two days of the execution of the Trade, submit the details of such Trade to the Compliance Officer. In case the transaction is not undertaken, a report to that effect shall be filed in the said form.
- e) If the pre-cleared Trade is not executed within seven trading days after the approval is given, the Designated Person must secure pre-clearance of the transaction again.
- f) Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
- g) A designated Person who Trades in securities of the Company without complying with the pre-clearance procedure as envisaged in these Rules or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to the penalties as envisaged in these Rules.

9. ADDITIONAL TRADING RESTRICTIONS ON DESIGNATED PERSONS:

- a) No Insiders shall enter into derivative transactions in respect of the securities of the Company.
- b) All Designated Persons who Trade in the securities of the company shall not enter into a contra trade during the next six months following the prior transaction. In case of any contra, trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI.
- c) The above restriction on contra trade shall not apply in case of exercise/sale of ESOP shares provided the Designated Persons do not possess UPSI and the sale is executed when the trading window is open and after obtaining pre-clearance.

10. DISCLOSURES OF TRADING BY INSIDERS:

Initial Disclosures

Every person on appointment as a Key Managerial Personnel or a Director of the company or upon becoming a promoter or member of 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 in Form B (Annexure- III).

Continual Disclosures.

Every Promoter, Member of the Promoter Group, Designated Person and Director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10,00,000/- (Rupees Ten Lakh Only) in Form C (Annexure- IV).

It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified above.

The Company shall within a period of 2 (Two) trading days from the date of receipt of disclosure in Form C, or becoming aware of such information shall inform the particulars of such trading to the Stock Exchange(s) in Form D (Annexure- V).

11. TRADING PLAN:

- a) A Designated Person shall be entitled to formulate a Trading Plan as per Annexure-II that complies with the SEBI Regulations (“Trading Plan”) and present it to the Compliance Officer for approval and public disclosure. The trading plan may be executed only after the plan is approved by the Compliance Officer and disclosed to the stock exchanges on which the securities of the Company are listed.
- b) Designated person shall not exercise any influence over the number of securities to be traded, the price at which they are to be traded, or the date of the trade. The designated person may delegate discretionary authority to his/her broker, but in no event Designated person may consult with the broker regarding executing transactions, or otherwise disclose information to the broker concerning the Company that might influence the execution of transactions, under the Trading Plan after it commences.
- c) The Trading Plan once approved shall be irrevocable and the Designated Person 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. However, the implementation of the Trading Plan shall not be commenced, if at the time of formulation of the plan, the Designated Person is in possession of UPSI and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Trading Plan shall be deferred until such UPSI becomes generally available information.

12. PENALTY FOR INSIDER TRADING:

- a) Any designated person who Trades in Securities of the company or communicates any UPSI in contravention of this Code will be penalized and appropriate action will be taken against such designated person by the company after giving reasonable opportunity of being heard in the matter. Such designated person shall also be subject to disciplinary action by the company including wage freeze, suspension, recovery, claw back, in-eligibility for future participation in ESOPs, etc.
- b) In case any violation of Regulations is observed, the compliance officer shall promptly inform the same to the stock exchange(s) where the concerned securities are traded.
- c) In addition to the aforesaid penalties/punishments, the persons violating the Regulations will also be subject to any other action by SEBI as per SEBI Act.

13. STRUCTURED DIGITAL DATABASE:

The board of directors or head(s) of the organization of every person required to handle unpublished price-sensitive information shall ensure that a structured digital database is maintained containing the nature of unpublished price-sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

Further, the board of directors or head(s) of the organization of every person required to handle unpublished price-sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

14. MISCELLANEOUS:

- a) The gap between the clearance of financial results by the Audit Committee and the board of directors meeting for approval of such financial results should be as narrow as possible and preferably on the same day to avoid leakage of UPSI.

- b) The board of directors of the company shall have power to modify or replace this Code in part or full as may be thought fit from time to time in its absolute discretion.
- c) The decision of the board of directors with regard to all matters relating to this Code will be final and binding on all concerned.
- d) In case any provisions of this Code are contrary to or inconsistent with the provisions under the Regulations, the provisions of Regulations shall prevail.

Report your concerns to the Compliance Officer or the Helpline as below:-

- Tel. + 91-40-48506411/ 7671848411
- You can also report at comsec@narbadajewellery.com

Annexure-I

APPLICATION FOR PRE-TRADING APPROVAL

To,
The Compliance Officer,
Narbada Gems and Jewellery Limited

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's code of conduct for prohibition of Insider Trading, I seek approval to purchase/sell / subscribe to equity shares of the Company as per the details given below:

1.	Name of the applicant	
2.	Designation	
3.	Relationship with the Applicant (Self/Immediate Relative)	
4.	Number of securities held as on date	
5.	Folio No. / DP ID / Client ID No.	
6.	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities (d) Pledge (e) Gift of securities (f) Any other purpose (please specify)

7.	Proposed date of trading in securities	
8.	Estimated number of securities proposed to be purchased/subscribed/sold/pledge/gifted	
9.	Current market price (as on date of application)	
10.	Whether the proposed transaction will be through stock exchange or off-market trade	
11.	Folio No. / DP ID / Client ID No. where the securities will be credited/debited	

I enclose herewith the Undertaking signed by me.

Signature:

Name:

Date:



UNDERTAKING

With reference to my application for pre-clearance of trades in securities, I solemnly confirm and declare that:

- i) I do not have access and /or have not received any “Unpublished Price Sensitive Information” up to the time of signing the undertaking.
- ii) in case I have access to or receive “Unpublished Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction, I shall inform the compliance officer of any change in my position and that I shall refrain from dealing in the securities of the company till the time such information becomes public.
- iii) I have not contravened the Code of Conduct for Prohibition of Insider Trading in Equity shares, as notified by the company from time to time.
- iv) I am aware that, I shall be liable to face penal consequences as set forth in the Code of Conduct including disciplinary action under the Code of Conduct of the company, in case the above declarations are found to be misleading or incorrect at any time.
- v) I have made full and true disclosure in this regard to the best of my knowledge and belief.
- vi) I hereby undertake not to transact in securities in the sanctioned period in case the trading window is declared closed subsequently.
- vii) I hereby undertake not to make contra-trade transactions in the securities of the company.

Pre-clearance may kindly be accorded in terms of provisions of the Code of Conduct for Prohibition of Insider Trading of the company.

Date..... Signature.....

Place.....Name & Designation.....

FOR OFFICE USE

Serial number of the application received

Date & time of receipt of the Application

Date & time of communication of the pre-clearance or otherwise

Reasons for not giving pre-clearance

Signature of the Compliance Officer /Authorised Officer

TRADING PLAN

To
The Compliance Officer
Narbada Gems and Jewellery Limited

Dear Sir,

I, in my capacity as of the company hereby submit the trading plan with respect to dealing in securities of the company for a total period of 12 months from..... to.....

DP ID/ Client ID/ Folio No.	Type of security	No. of Securities held (as on date)	Nature of Trade (Buy/ Sell)	Proposed Date/time period of trade	No. /total amount of securities proposed to be traded
.....

With respect to the above trading plan, I hereby undertake that I shall:

- I. Not entail commencement of trading on behalf of the insider earlier than 6 months from the public disclosure of the plan.
- II. Not entail trading for the period between the 20th trading day prior to the last day of any financial period for which results are required to be announced by the company and the second trading day after the disclosure of financial results for the said period;
- III. Not commence the trading as per above plan if the Unpublished Price Sensitive Information which is in my possession at present, does not come into public domain till the time of commencement of trading plan & shall defer the commencement of trading plan till such information becomes generally available.
- IV. Not tender any other trading plan for the period for which the above trading plan is already in force; and
- V. Not entail trading in securities for market abuse.

Date..... Signature.....

Place..... Name & Designation.....

FORM B

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2)]**

Name of the company: _

ISIN of the company: _____

Details of Securities held 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/ KMP Directors/ immediate relatives/ others etc.)	Date of appointment of Director/ KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/ appointment of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/ appointment of Director/KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	5	6		7	

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

Signature:

Designation:

Date:

Place:

FORM C

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2)]**

Name of the company: __

ISIN of the company: _____

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN, & address of Promoter/Employee/Director with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment/Date of acquisition/sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public rights/preferential offer/off market/Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Futures Options etc.)				Exchange on which the trade was executed
		Type of security (For eg. Shares, Warrants, Convertible Debenture etc.)	No.	Type of security (For eg. Shares, Warrants, Convertible Debenture etc.)	No.	Pre transaction	Post transaction	From	To			Buy	Sell			
												Value of units (contract size) * lot	Number of units (contracts * lot size)			
1	2	3	4	5	6	7	8	9	10	11	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.

Signature:
Designation:
Date:
Place:

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

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/Disposed		% of shareholding		Date of allotment advice/acquisition of shares/sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public/rights/preferential offer/off market/Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debenture etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debenture etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	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:
