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CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

With effect from 15.05.2015, revised by Board on 30.03.2019

[As envisaged under SEBI (Prohibition of Insider Trading) Regulations, 2015 read with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 ('SEBI Regulations']

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CHAPTER – 1

INTRODUCTION

Securities and Exchange Board of India (SEBI), for protection of investors and to regulate securities market, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 under the powers conferred on it under the SEBI Act, 1992. [1]Later, SEBI vide its Notification dated December 31, 2018 notified Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

SEBI (Prohibition of Insider Trading) Regulations, 2015 and Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 are collectively referred to as "**The Regulations**".

The present Insider Trading Policy / Code of **N G INDUSTRIES Limited ('the Company')** has been framed in accordance with the Regulations (hereinafter referred as 'Policy / Code').

OBJECTIVE

The objective of this Code is to prevent dealing in Securities of the Company by any person either on his/her own behalf or on behalf of any other person, on the basis of Unpublished Price Sensitive Information (UPSI) and to prevent unauthorized sharing or dissemination of UPSI.

In order to achieve this objective, this Code outlines the prohibitions in relation to Insider Trading as also provides guidance on processes and procedure to be followed when dealing with Company's securities / UPSI. Such processes, if followed, would ensure compliance to regulatory norms.

The employees and Insiders endeavor to preserve the confidentiality of UPSI and to prevent misuse of such information by ensuring due compliance to the Code. The employees and Insiders are committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all applicable laws and regulations.

APPLICABILITY

This Code, to the extent applicable, shall cover the Promoters, members of Promoter Group and Insiders of the Company.

1.1 DEFINITIONS

(a) **"Act"** means the Securities and Exchange Board of India Act, 1992 (15 of 1992) as amended or modified from time to time;

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[1] Effective April 1, 2019.

(b) "**Compliance Officer**" means any senior officer, designated so and reporting to the Board of Directors of the Company, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the codes specified in the Regulations under the overall supervision of the Board of Directors of the Company.

For the purpose of this regulation, "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."

(c) **"Connected Person"** means

(i) any person who is or has during the six months prior to the concerned act been associated with the 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) above; 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 a 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 asset management company of a mutual fund or 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 per cent of the holding or interest;

This definition is also intended to bring into its ambit persons who may not seemingly occupy any position in a company but are in regular touch with the Company and its officers and are involved in the know of the Company's operations. It is intended to bring within its ambit those who would have access to or could access Unpublished Price Sensitive Information by virtue of any connection that would put them in possession of Unpublished Price Sensitive Information.

(d) **"Designated Persons"**[2] shall include –

I. Directors of the Company;
II. Chief – Executive Officer, Chief-Financial Officer and Company Secretary of the Company;
III. Promoters of the Company;
IV. Chief Executive Officer and employees upto two levels below Chief Executive Officer of such listed Company, intermediaries, fiduciary and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
V. All employees of the Company and/or its subsidiaries based at Support Office of Corporate secretarial, Finance, Investor Relations, Internal Audit, CEO Office and legal functions;
VI. Any support staff of listed company, intermediary or fiduciary such as IT staff or secretarial staff who have access to unpublished price sensitive information.
VII. Such other persons as the Compliance Officer may notify from time to time basis seniority and professional designation or basis role and criticality of function that may entail such person to have availability of UPSI.

(e) **"Director(s)"** means the member of Board of Directors of the Company as in force from time to time.

(f) **"Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis.

Information published on the website of a stock exchange and/or the Company, would ordinarily be considered generally available.

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[2] Regulation 9(4) of SEBI (PIT) Regulation, 2015

(g) **"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.

It is intended that the Immediate Relatives of a "Connected Person" too become Connected Persons for purposes of adherence to this policy/code/regulation.

(h) **"Insider"** means any person who is:

(i) a connected person; or

(ii)[3] in possession of or having access to Unpublished Price Sensitive Information pursuant to a legitimate purpose or otherwise, including but not limited to Designated Person.

Since "Generally Available Information" is defined, it is intended that anyone in possession of or having access to UPSI should be considered an "Insider" regardless of how one came in possession of or had access to such information. Various circumstances are provided for such a person to demonstrate that he was not indulged in Insider Trading. Therefore, this definition is intended to bring within its reach any person who is in receipt of or has access to UPSI. The onus of showing that a certain person was in possession of or had access to UPSI at the time of Trading would, therefore, be on the person leveling the charge after which the person who has traded when in possession of or having access to UPSI may demonstrate that he was not in such possession or that he has not traded or he could not access or that his Trading when in possession of such information was squarely covered by the exonerating circumstances.

(i) **"Key Managerial Personnel" / "KMP"** mean key managerial personnel as defined in the Companies Act 2013 and designated as KMPs by the Company.

(ja) **"Promoter"** shall have the meaning assigned to it under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

(jb) "**Promoter Group**" shall have meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof

(k) **"Regulations"** means SEBI (Prohibition of Insider Trading) Regulations, 2015 or any subsequent amendment or modification thereof.

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[3] Regulation 9(4) of SEBI (PIT) Regulation, 2015

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

(m) "**Takeover Regulations**" means (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

(n) "**Trading" / Dealing in Securities** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any Securities, and "trade" shall be construed accordingly;

Under the parliamentary mandate, since the Section 12A (e) and Section 15G of the Act employs the term 'Dealing in Securities', it is intended to widely define the term "Trading" to include dealing. Such a construction is intended to curb the activities based on Unpublished Price Sensitive Information which are strictly not buying, selling or subscribing, such as pledging etc. when in possession of Unpublished Price Sensitive Information.

(o) **"Trading day"** means a day on which the recognized stock exchanges are open for Trading.

(p) **"Unpublished Price Sensitive Information" ('UPSI')** 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, demergers, acquisitions, delisting, disposal and expansion of business and such other transactions; and
(v) changes in Key Managerial Personnel.

It is intended that Information relating to the Company or its securities, that is not generally available would be Unpublished Price Sensitive Information if it is likely to materially affect the price upon coming into the public domain.

(q) "**Working Day**" shall have the meaning assigned to it under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 or any modification thereof.

1.2 Words denoting the singular shall include the plural and vice versa and words denoting masculine gender shall include reference to feminine or neuter gender.

1.3 Words and expressions used and not defined in this Code but defined in the Regulations, Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in such legislation.

1.4 Unless the context otherwise requires employee shall mean employee of the Company, its subsidiaries and Promoter and the Promoter Group, as the case may be.

CHAPTER – 2

RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

2.1 Compliance Officer and his role in prevention of Insider Trading

2.1.1 Company Secretary of the Company or any other person as designated by the Board of Directors of the Company, to act as the Compliance Officer and shall be responsible for setting forth policies, pre-clearing, disclosure of trades and the implementation of this Code under the overall supervision of the Board of Directors of the Company.

2.1.2 [4] The Compliance Officer shall report to the Board of Directors and shall provide reports to the Chairman of the Audit Committee or Chairman of Board of Directors on quarterly basis, the changes in Designated Persons, the details of Trading Plans received, pre-clearance given and / or any violation of the Regulations reported.

2.2 Communication or procurement of Unpublished Price Sensitive Information

2.2.1 [5] No Insider shall communicate, provide or allow access to any Unpublished Price Sensitive Information, relating to **N G Industries Limited** including Securities proposed to be listed, to any person including other Insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

This provision/clause is intended to cast an obligation on all Insiders who are essentially persons in possession of Unpublished Price Sensitive Information to handle such information with care and to deal with the information with them when transacting their business strictly on a need-to-know basis. It is also intended to lead to organizations developing practices based on need-to-know principles for treatment of information in their possession.

2.2.2 No person shall procure from or cause the communication by any insider of UPSI, relating to company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

2.2.3 The board of directors of a listed company shall make a policy for determination of "legitimate purposes" as a part of "Codes of Fair Disclosure and Conduct" formulated under regulation 8."

The term "legitimate purpose" shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations."

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[4]. Clause 1 of Schedule B under Regulation 9 of SEBI (PIT) Regulations, 2015

[5]. Clause 2 of Schedule B under Regulation 9 & Regulation 3 (1) of SEBI (PIT) Regulations, 2015

2.2.4 Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations."

2.2.5 [6] Any person in receipt of Unpublished Price Sensitive Information pursuant to a legitimate purpose shall be considered an "Insider" for purposes of these Regulations and due notice shall be given to such persons to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with the Regulations.

2.2.6 [7] No person shall procure from or cause the communication by any Insider of Unpublished Price Sensitive Information, including information pertaining to Securities proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

This provision/clause is intended to impose a prohibition on unlawfully procuring possession of Unpublished Price Sensitive Information. Inducement and procurement of Unpublished Price Sensitive Information not in furtherance of one's legitimate duties and discharge of obligations would be illegal under this provision/clause.

2.2.7 [8] Notwithstanding anything contained in clauses 2.2.1 & 2.2.6 above, an Unpublished Price Sensitive Information 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;

It is intended to acknowledge the necessity of communicating, providing, allowing access to or procuring UPSI for substantial transactions such as takeovers, mergers and acquisitions involving Trading in Securities and change of control to assess a potential investment. In an open offer under the Takeover Regulations, not only would the same price be made available to all shareholders of the Company but also all information necessary to enable an informed divestment or retention decision by the public shareholders is required to be made available to all shareholders in the letter of offer under the regulations.

(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.

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6. Regulation 3(2B) of SEBI (PIT) Regulations, 2015

7. Regulation 3 (2) of SEBI (PIT) Regulations, 2015

8 Regulation 3 (3) of SEBI (PIT) Regulations, 2015

It is intended to permit communicating, providing, allowing access to or procuring UPSI also in transactions that do not entail an open offer obligation under the Takeover Regulations when authorized by the Board of Directors if sharing of such information is in the best interests of the Company. The Board of Directors, however, would cause public disclosures of such UPSI well before the proposed transaction to rule out any information asymmetry in the market.

2.2.8 [9] For the purpose of aforesaid clause 2.2.7, the Board of Directors of the Company shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose mentioned under clause 2.2.7, and shall not otherwise trade in Securities of the Company when in possession of Unpublished Price Sensitive Information.

2.2.9 [10] Digital Database

The Board of Directors through the Compliance Officer shall ensure that a structured digital database is maintained containing the names of such persons or entities, as the case may be, with whom information is shared under the Regulations along with the Permanent Account Number and if the same is not available, then Aadhar number or passport number. The Digital database can be maintained in-house or through external agencies.

2.3. Trading when in possession of Unpublished Price Sensitive Information

2.3.1 [11]No Insider shall trade in Securities of the Company, when in possession of Unpublished Price Sensitive Information:

When a person who has traded in Securities has been in possession of Unpublished Price Sensitive Information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

Provided that the Insider may trade in the following circumstances: –

(i) the transaction is an off-market inter-se transfer between Insiders who were in possession of the same Unpublished Price Sensitive Information without being in breach of Clause 2.2 above and both parties had made a conscious and informed trade decision;

Provided that such Unpublished Price Sensitive Information was not obtained under Clause 2.2.7. of this Code.

Provided further that such off-market trade shall be reported by the insiders to the Company within two working days. Every company shall notify the particulars of such trade to the stock exchange on which the securities are listed within two working trading days from receipt of the disclosure or from becoming aware of such information.

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9 Regulation 3 (4) of SEBI (PIT) Regulations, 2015
10 Regulation 3 (5) of SEBI (PIT) Regulations, 2015
11 Regulation 4 (1) of SEBI (PIT) Regulations, 2015

(ii) the transaction was carried out through the block deal window mechanism between persons who were in possession of the Unpublished Price Sensitive Information without being in breach of Clause 2.2 above and both parties had made a conscious and informed trade decision;

Provided that such Unpublished Price Sensitive Information was not obtained by either party under Clause 2.2.4 of this Code.

(iii) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

(iv) 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.

(v) in the case of non-individual Insiders: –

(a) the individuals who were in possession of such Unpublished Price Sensitive Information were different from the individuals taking Trading decisions and such decision-making individuals were not in possession of such Unpublished Price Sensitive Information when they took the decision to trade; and

(b) appropriate and adequate arrangements were in place to ensure that the Regulations are not violated and no Unpublished Price Sensitive Information 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;

(vi) the trades were pursuant to a Trading Plan set up in accordance with Clause 3.4 of this Code.

When a person who has traded in Securities has been in possession of Unpublished Price Sensitive Information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession. The reasons for which he trades or the purposes to which he applies the proceeds of the transactions are not intended to be relevant for determining whether a person has violated the regulation. He traded when in possession of Unpublished Price Sensitive Information is what would need to be demonstrated at the outset to bring a charge. Once this is established, it would be open to the Insider to prove his innocence by demonstrating the circumstances mentioned in the proviso, failing which he would have violated the prohibition.

2.3.2. [12]In the case of Connected Person the onus of establishing, that they were not in possession of Unpublished Price Sensitive Information, shall be on such Connected Persons and in other cases, the onus would be on the Board of Directors.

2.4. [13]The Company shall ensure adherence of the appropriate **Chinese Walls procedures and processes** mentioned herein:-

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12 Regulation 4 (2) of SEBI (PIT) Regulations, 2015

13 Clause 2 of Schedule B under Regulation 9 of SEBI (PIT) Regulations, 2015

a) Areas of the Company which routinely have access to Unpublished Price Sensitive Information, shall be considered "restricted areas" and be separated from those areas which deal with sale/marketing/investment advice or other departments providing support services, considered "public areas" by a “Chinese Wall”.

b) The employees in the restricted area shall not communicate any Unpublished Price Sensitive Information to anyone in public area and such employees, if deemed necessary, may be physically segregated from employees in public areas.

c) In exceptional circumstances, Insider may "cross the wall" and share confidential information only on "need to know" basis criteria in furtherance of their legitimate purposes, performance of duties or discharge of legal obligations.

d) Files/data containing Unpublished Price Sensitive Information shall be kept secure.

e) Computer/system must have adequate security of all the files and folders or login through a password which contains Unpublished Price Sensitive Information with complete audit trail of activities.

CHAPTER – 3

PREVENTION OF MISUSE OF PRICE SENSITIVE INFORMATION

3.1 Trading Window

3.1.1 [14]The Company shall specify a trading period, to be called “Trading Window”, for Trading in the Company’s Securities. When the Trading Window is closed, none of the employees and Insider (including their Immediate Relatives) shall trade in the Company’s Securities. The Trading Window shall be closed from the end of every quarter. The closure of Trading Window shall not restrict employees from exercising ESOPs.

3.1.2 [15]The time for re-opening of Trading Window shall be determined by the Compliance Officer taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than 48 hours after the declaration of financial results.

3.1.3 [16]All Designated Persons (including their Immediate Relatives) shall conduct all their Dealings in the Securities of the Company only in a valid Trading Window after procuring pre-clearance (as mentioned under **Form II**) as referred under clause 3.2 of this Code, or as per approved Trading Plan.

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14 Clause 4 of Schedule B under Regulation 9 of SEBI (PIT) Regulations, 2015
15 Clause 5 of Schedule B under Regulation 9 of SEBI (PIT) Regulations, 2015
16 Clause 6 of Schedule B under Regulation 9 of SEBI (PIT) Regulations, 2015

3.2 Pre-Clearance of Traders

3.2.1 [17]Where any transaction has been approved, the Designated Persons and their Immediate Relatives shall execute the order within seven Trading Days of the clearance of the transaction and where any transaction has been approved with any additional restrictions, the same shall be executed within the above time in accordance with the additional restrictions specified. If the order is not executed within seven Trading Days after the approval is given, the Designated Persons must get the transaction pre-cleared again.

3.2.2 Application for pre-clearance should be submitted to Compliance Officer at least two Trading Days prior to the trade and Compliance Officer to dispose-off / clear the application within 1 Trading Day from the receipt of the application. However, if no communication is received from the Compliance Officer within 1 Trading Day, the application for pre-clearance shall be deemed to be rejected.

In case, the applicant is not satisfied with the decision of the Compliance Officer or no communication is received within 1 Trading Day of submitting the application, he may appeal to the Chairman of the Company immediately, who shall dispose-off such appeal within 1 Trading Day of the receipt of such application and the Chairman's decision shall be final and binding on the applicant.

3.2.3 The Compliance Officer shall have a right to revoke any clearance granted to any transaction or add further additional restrictions to any clearance, before the relevant transaction has been executed.

3.2.4 Trades of the Compliance Officer which require pre-clearance in terms of the above shall be approved by the Chairman of the Company and the responsibilities with regard to Compliance Officer shall lie on the Chairman *mutatis mutandis*. Further, in such case the decision of Chairman shall be final and non-appealable.

3.2.5 [18]Pre-clearance of trade would be applicable wherever Designated Persons and their Immediate Relatives intend to deal in the Securities of the Company, when the Trading Window is open, for 20, 0000 equity shares or Rs. 10 lacs or 1 of the share capital, whichever is less, provided that in such case, the Designated Persons must intimate particulars of the trade to be given to the Compliance Officer within 1 (One) Trading Day of execution of such trade with a confirmation that deal was not done while in possession of any UPSI.

3.2.6 All applications in '**Form II'** shall be made to the Compliance Officer, indicating the estimated number of Securities that Designated Persons and/or their Immediate Relatives intend to deal in and details of depository with which he/she has a depository account and such other details as may be required by any rule made by the Company in this behalf.

3.2.7 [19]An Undertaking under '**Form II'** shall be executed in favour of the Company by such Designated Persons (including his relatives) who intend to deal in the Securities of the Company to the effect that the applicant for pre-clearance is not in possession of any UPSI.

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17 Clause 9 of Schedule B under Regulation 9 of SEBI (PIT) Regulations, 2015

18 Clause 6 of Schedule B under Regulation 9 of SEBI (PIT) Regulations, 2015

[19] Clause 8 of Schedule B under Regulation 9 of SEBI (PIT) Regulations, 2015

3.2.8 [20]The following formats are forming part of the Code of the Company to monitor compliance with the Regulations (to be submitted by Designated Persons and/or their Immediate Relatives):-

(i) Pre-clearance of Trades **(Ref Form II);**

(ii) Reporting of Trades executed/not executed after securing pre-clearance and for reporting level of holdings in Securities **(Ref Form III)**, such disclosure(s) shall be made within 7 days of execution / non-execution of pre-clearance; and

(iii) Annual disclosure of holding as on March 31, to be taken within 30 days from the end of financial year **(Ref Form IV)**.

3.2.9 Exercise of ESOPs (irrespective of any number or value) shall not be treated as Trading/Dealing in Securities and hence no pre-clearance of Trades is required for the same.

However other requirements as to disclosures shall be applicable on such acquisition.

3.2.10 [21]Designated Persons shall be required to disclose names and Permanent Account Number and if the same is not available then Aadhaar Number or Passport Number of the following persons to the Company on an annual basis and as and when the information changes:

(a) Immediate Relatives

(b) persons with whom such Designated Person(s) shares a material financial relationship

(c) Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which Designated Persons have graduated and names of their past employers shall also be disclosed on a one time basis. An undertaking (Form E) to be provided by Designated Persons, in this regard, forms part of the Code.

Explanation–The term "material financial relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transaction basis.

3.3 Contra Trading

3.3.1 [22]All Designated Persons and their Immediate Relatives who buy or sell any number of Securities of the Company shall not enter into a contra trade or opposite transaction i.e. sell or buy any number of Securities during the next six months following the prior transaction.

[23]However, buying of shares pursuant to exercising of stock options and then selling of those shares within a period of six months shall not be deemed to a contra trade provided such trade does not violate the Code and the Regulations.

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[20] Clause 11 of Schedule B under Regulation 9 of SEBI (PIT) Regulations, 2015

[21] Clause 14 of Schedule B under Regulation 9 of SEBI (PIT) Regulations, 2015

[22] Clause 10 of Schedule B under Regulation 9 of SEBI (PIT) Regulations, 2015

[23] Clause 10 of Schedule B under Regulation 9 of SEBI (PIT) Regulations, 2015

3.3.2 [24]In case the sale of Securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer/ Chairman, after recording in writing his/her reasons in this regard, provided such relaxation does not violate the Regulations.

However, if a 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 under the Act.

3.4 Trading Plan

3.4.1 Trading Plan is a plan which gives an option to Insiders who may be perpetually in possession of Unpublished Price Sensitive Information and enabling them to trade in Securities in a compliant manner subject to the below mentioned clauses.

3.4.2 [25]Every Insider shall formulate a Trading Plan as per '**Form I'** and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

3.4.3 [26]Such Trading Plan shall:

(i) not entail commencement of Trading on behalf of the Insider earlier than six months from the public disclosure of the plan. In any case, it should be remembered that this is only a statutory cool-off period and would not grant immunity from action if the Insider was to be in possession of the same Unpublished Price Sensitive Information both at the time of formulation of the plan and implementation of the same.

(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 2nd Trading Day after the disclosure of such financial results.

(iii) entail Trading for a period of not less than twelve months;

(iv) not entail overlap of any period for which another Trading Plan is already in existence;
Compliance Officer to check the validity of the existing Trading Plans before approving the new Trading Plans to avoid over lapping.

(v) 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 effected; and

(vi) not entail Trading in Securities for market abuse.

3.4.4 [27]The Compliance Officer shall review the Trading Plan to assess whether the plan would have any potential for violation of the Regulations and is also entitled to seek express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

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[24] Clause 10 of Schedule B under Regulation 9 of SEBI (PIT) Regulations, 2015
[25] Regulation 5 (1) of SEBI (PIT) Regulations, 2015
[26] Regulation 5 (2) of SEBI (PIT) Regulations, 2015

27 Regulation 5 (3) of SEBI (PIT) Regulations, 2015

[28]The pre-clearance of trades shall not be required for a trade executed as per an approved Trading Plan. Also Trading Window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved Trading Plan.

3.4.5 [29]Once satisfied, the Compliance Officer shall approve the plan and notify the same to the Stock Exchange(s) on which the Securities of the Company are listed.

3.4.6 [30]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 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.

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28 Provisio to Regulation 5(3) of SEBI (PIT) Regulations, 2015
29 Regulation 5 (5) of SEBI (PIT) Regulations, 2015
30 Regulation 5 (4) of SEBI (PIT) Regulations, 2015

CHAPTER – 4

DISCLOSURE OF TRADING

4.1 [31]All Promoters / members of the Promoter Group/ Directors / Key Managerial Personnel and/or their Immediate Relatives are required to disclose the details of Trading in the Securities of the Company in the prescribed format (annexed herewith) to the Compliance Officer, wherever applicable, as per Clause 4.2, 4.3 and 4.4 given below.

Explanation 1: The disclosures of Trading in Securities shall also include Trading in derivatives of Securities (if permitted by law) and the traded value of the derivatives shall be taken into account.

4.2 [32]Initial Disclosures

(a) Every Promoter, members of Promoter Group, Key Managerial Personnel and Director of the Company, shall disclose his / her holding of Securities (including that of their Immediate Relatives) of the Company in **'Form A'** (annexed herewith) as on the date of the Regulations taking effect, to the Company / Compliance Officer **within thirty (30) days** of the Regulations taking effect;

(b) Every person on appointment as a Key Managerial Personnel or a Director of the Company or becoming a Promoter or member of Promoter Group, shall disclose the details of his/her holding of Securities (including that of their Immediate Relatives) of the Company in '**Form B'** (annexed herewith) as on the date of appointment or becoming Promoter, to the Company / Compliance Officer **within seven (7) days** of such appointment or becoming a Promoter.

4.3 [33]Continual Disclosures

(a) Every Promoter, member of Promoter Group, Designated Person, Director of the Company shall disclose, to the Company the number of such Securities (including that of their Immediate Relatives) in **'Form C'** (annexed herewith) acquired or disposed of, **within two (2) 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 Lacs);**

(b) The Company shall notify the particulars of such Trading in **'Form C'** (annexed herewith) to the stock exchange on which the Securities are listed **within two (2) Trading Days** of receipt of the disclosure or from becoming aware of such information.

Explanation — It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under the clause 4.3, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause 4.3 (a) of this Code.

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31 Regulation 6 (3) of SEBI (PIT) Regulations, 2015
32 Regulation 7 (1) of SEBI (PIT) Regulations, 2015
33 Regulation 7 (2) of SEBI (PIT) Regulations, 2015

(c) [34](i) Every Insider shall report Off-market trades with another Insider who is in possession of another UPSI as detailed under 2.3.1(i) of this Code, to the Company **within two working days** in **'Form C'** (annexed herewith
(ii) The Company shall notify the particulars of such trades to the stock exchange on which the Securities are listed **within two Trading Days** from receipt of the disclosure or from becoming aware of such information."

4.4 [35]Disclosures by other Connected Persons

All Connected Persons who for the time being, presumed to have possession of Unpublished Price Sensitive Information shall disclose to the Company the number of Securities held by them or their Immediate Relatives, as and when required by the Compliance Officer or as stipulated in any agreement or engagement document. Such Connected Persons and their employees and associates are prohibited to trade in the Securities of the Company till the UPSI is generally available in **Form 'D'** (annexed herewith).

4.5 [36]The Compliance Officer shall maintain records of all the declarations given under this Code for a minimum period of 5 years.

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34 Provisio to Regulation 4(1)(i) of SEBI (PIT) Regulations, 2015
35 Regulation 7 (3) of SEBI (PIT) Regulations, 2015
36 Regulation 6 (4) of SEBI (PIT) Regulations, 2015

CHAPTER – 5

CODE OF FAIR DISCLOSURE

5.1 [37]Code of Fair Disclosure

5.1.1 The Board of Directors of the Company has formulated, 'a code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information' including therein policy for determination of legitimate purpose set out in "**Schedule A"** of this Code.

5.1.2 Every amendment to the Code of Fair Disclosure shall be promptly intimated to the Stock Exchange(s).

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37 Regulation 8 of SEBI (PIT) Regulations, 2015

CHAPTER – 6

CODE OF CONDUCT

6.1 Code of Conduct

6.1.1 [38]The Board of Directors of the Company shall ensure that the Chief Executive Officer or Managing Director, through this Code, regulate, monitor and report Trading by its Designated Persons and Immediate Relatives of Designated Persons towards achieving compliance with the Regulations.

6.1.2 [39]The Compliance Officer of the Company is designated by the Board of Directors to administer the Code and other requirements of the Regulations.

6.1.3 [40]The Board of Directors shall in consultation with the Compliance Officer specify the Designated Persons which may be modified depending upon the various parameters viz. engagement of employees on confidential information, industry requirements, etc.

6.1.4 [41]Designated Persons and Immediate Relatives of Designated Persons of the Company shall be governed by the Code.

6.1.5 [42]In case of any reporting of any non-compliance with the Code, the Compliance Officer shall accordingly report the matter to the Board of Directors.

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38 Regulation 9(1) of SEBI (PIT) Regulations, 2015
39 Regulation 9(3) of SEBI (PIT) Regulations, 2015
40 Regulation 9(4) of SEBI (PIT) Regulations, 2015
41 Clause 3 of Schedule B of Regulation 9 of SEBI (PIT) Regulations, 2015
42 Clause 13 of Schedule B of Regulation 9 of SEBI (PIT) Regulations, 2015

[43]CHAPTER – 7

INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING

7.1 Formulation of mechanism for prevention of Insider Trading

7.1.1 [44]The Chief Executive Officer or Managing Director of the Company shall put in place adequate and effective system of internal controls through this Code, to ensure compliance to prevent Insider Trading.

For the purpose, CEO or MD or Compliance Officer may hire external agencies for monitoring Trading in Securities by Designated Persons of the Company.

7.2 Internal Controls

7.2.1 [45]The internal controls shall include the following:

a) all the Unpublished Price Sensitive Information shall be kept confidential;

b) the Insiders shall ensure adequate restrictions on communication or procurement of Unpublished Price Sensitive Information;

c) lists of all persons, including Designated Person with whom Unpublished Price Sensitive Information is shared and confidentiality agreements shall be signed or notice shall be served to all such persons;

d) all other relevant requirements specified under the Regulations shall be complied with; and

e) the Compliance Officer shall on periodically conduct a process review to evaluate effectiveness of such internal controls.

7.2.2 [46]The Audit Committee of the Company shall review compliance with the provisions of the Regulations on annual basis and shall verify that the systems for internal control are adequate and are operating effectively.

7.2.3 [47]The Company through its Whistle-Blower Policy make employees aware of such Code to enable employees to report instances of leak of Unpublished Price Sensitive Information.

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43 Regulation 9A of SEBI (PIT) Regulations, 2015
44 Regulation 9A(1) of SEBI (PIT) Regulations, 2015
45 Regulation 9A(2) of SEBI (PIT) Regulations, 2015
46 Regulation 9A(4) of SEBI (PIT) Regulations, 2015
47 Regulation 9A(6) of SEBI (PIT) Regulations, 2015

CHAPTER – 8

VIOLATIONS OF THE REGULATIONS / CODE OF CONDUCT

8.1 Any Insider or employee who trade in Securities or communicate any information for Trading in Securities in contravention of the Regulations may be penalised by SEBI and appropriate action may be taken by the Board of Directors of the Company.

8.2 [48]Without prejudice to the Power of SEBI under the Act, any Insider /employee who violates the Regulations, the Code of Conduct, as applicable, shall also be subject to disciplinary actions, which may include wage freeze, suspension, recovery, clawback, render ineligible for future participation in employee stock option plans, etc. as may be decided by the Board of Directors.

8.3 Directors / Key Managerial Personnel of the Company, who violate the Code of Conduct or the Regulations, shall also be subject to the penalty provided under Section 195 of the Companies Act, 2013 and such penalty will be the personal liability of such Directors / Key Managerial Personnel.

8.4 [49]The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations and hence, any contravention of the Regulations shall be dealt with by SEBI in accordance with the Act and any violation of the Regulations, shall be informed to SEBI promptly.

8.5 [50]The Company shall vide its policy on 'Consequences Management' initiate appropriate inquiries on becoming aware of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information and inform the Board of Directors promptly of such leaks, inquiries and results of such inquiries.

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48 Clause 12 of Schedule B under Regulation 9 of SEBI (PIT) Regulations, 2015
49 Regulation 10 of SEBI (PIT) Regulations, 2015 and Clause 13 of Schedule B under Regulation 9 of SEBI (PIT) Regulations, 2015
50 Regulation 9A(5) of SEBI (PIT) Regulations, 2015

ANNEXURES / FORMS / SCHEDULES

FORM I

TRADING PLAN

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 5]

Name:

Designation/Relationship with the Company:

*Period of Plan:

Name, PAN No. & Address of Insider	Details of Depository Participant through whom the trade in securities will be executed (DP ID & Client ID)	No., type & % of Securities / voting rights held at the time of submitting the Trading plan	Number of Securities to be traded i.e. invested /divested	Approximate Agreegate value of trades to be effected	Nature of the trade(s) (acquisition/ disposal) for which approval is sought	Specific dates/intervals, if any fixed , for trades

*Period of Plan shall not be for more than twelve months and trade should commence only after six months from the public disclosure of the Plan.

Date:
Place: **Signature**

Enclosure: Undertaking

UNDERTAKING

[Regulation 5(3)]

I, _____ (Name and Designation) residing at _____, desirous of dealing in _____ (nos.) of Equity Shares/Other Securities (Please specify) as mentioned in my Trading Plan dated _____ for approval.

I hereby state that

(a) I will execute the transaction as per duly approved Trading Plan on the dates as specified in the plan.

(b) In the event that any Unpublished Price Sensitive Information at the time of formulation of the Trading Plan has not become generally available at the time of commencement of implementation of the plan, 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;

(c) I have not contravened any provisions of the Code as notified by the Company from time to time;

(d) I have made a full and true disclosure in the matter.

(e) In case any of the above is found to be incorrect/partially correct, I shall be entitled to the consequences under the policy/code/regulation and any profit made under the trade shall be returned to the company for onward deposit with Investor Protection and Education Fund.

Place: **Signature:**
Date: **Name:**

OFFICE USE ONLY

APPROVAL

This is to inform you that your Trading Plan for dealing in _____(nos.) Shares/Debentures/Other Securities of the Company during the period _____ is hereby approved/disapproved

Conditions (if any)…….. For **N G Industries Limited**
Date _____

Compliance Officer

FORM II

PRE-CLEARANCE OF TRADES

To, Date:
The Compliance Officer
N G Industries Limited

Name:
Designation:
Department:

Re: Application for pre-clearance for trades in the Securities of the Company

With reference to the Policies/ Code of Conduct for Prevention of Insider Trading of the Company, I, the undersigned, seek your approval to buy/sell _____Equity Shares / Securities of the Company.

STATEMENT OF HOLDINGS OF DESIGNATED PERSONS AT THE TIME OF PRE-CLEARENCE

Name (including Immediate Relatives name)	Relation	Designation	No. of Shares / Securities held (with Folio No / DP ID / Client ID)	Nature of Transaction for which Approval is sought [Purchase/ Sell/Others (Pls. Specify)]	No. of Shares / Securities to be dealt with

Please tick the appropriate case:

I/We hereby declare that I have not purchased any share in last 6 months (If approval is sought for selling of shares)	
I/We hereby declare that I have not sold any share in last 6 months (If approval is sought for purchase of shares)	
The Shares to be dealt in are allotted under ESOP Scheme(s) of the company and are not subject to lock in period of 6 months.	

Signature

Name of Designated Person

Enclosure: Undertaking

DECLARATION / UNDERTAKING

[Regulation 9 – Schedule B]

I, _____ (Name and Designation) residing at _____, desirous of dealing in _____ (nos.) of Equity Shares/ Other Securities (Please specify) as mentioned in my application dated _____ for pre-clearance of the transaction.

As required by the Code, I hereby state that –

(a) I have no access to nor do I have any information that could be construed as "Unpublished Price Sensitive Information" as defined in the Code upto the time of signing this undertaking;

(b) I am executing the transaction as per duly approved Trading Plan.

(c) In the event that I have access to or received any information that could be construed as "Unpublished 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;

(d) I have not contravened any provisions of the Code as notified by the Company from time to time;

(e) I have made a full and true disclosure in the matter.

In the event of any statement made above is found to be untrue or in the event of my failure to comply with the assurance and undertaking given by me as above, I shall assume total responsibility for any consequences whatsoever including by way of penalties, claims, damages, expenses and losses arising as a result of such failure.

In case any of the above is found to be incorrect/partially correct, I shall be entitled to the consequences under the policy/code/regulation and any profit made under the trade shall be returned to the company for onward deposit with Investor Protection and Education Fund.

Place: **Signature:**
Date: **Name;**

FOR OFFICE USE ONLY

PRE-CLEARANCE ORDER

This is to inform you that your request for dealing in _____ (nos.) of equity shares/Securities of the Company is approved/disapproved. Please note that the said transaction must be completed within 7 working days from the date of this order.
Conditions (if any)……..

For **N G Industries Limited**

Date _____

Chairman / Compliance Officer

FORM III

REPORTING OF TRADES AFTER PRE-CLEARANCE

To,
The Compliance Officer
N G Industries Limited

Date:

Name:
Designation:
Department:

Re: Reporting of execution / non-execution of pre-cleared trades

With reference to the Insider Trading Policy / Code of Conduct of the Company please take note of my holding details as under:-

DETAILS OF SHAREHOLDING OF DESIGNATED PERSON

Name (including or Immediate relative name)	Relation	Designation	No. of Shares / Securities held (with Folio No / DP ID / Client ID) prior to execution of pre-clearance	No. of Shares / Securities for which preclearance obtained	No. of Shares after execution of pre-clearance	Reasons for variation including non-execution of pre-clearance, if applicable	Date of execution

Signature

Name of Designated Person

FORM IV

ANNUAL STATEMENT OF SHARES / SECURITIES HELD IN THE COMPANY

The Compliance Officer
N G Industries Limited
1st Floor, 37a Dr Meghnad Saha Sarani
Kolkata – 700029

Dear Sir / Madam,

Re: Annual Statement of shares / Securities held in the Company

Name, PAN no., CIN / DIN & address with contact nos.	*Category of Person (KMP / Directors/ Designated Persons/ Immediate Relatives / others Etc.)*	*Securities held as on the first day of the Financial Year (i.e. 1st April)*		*% of shareholding*	*Open Interest of the Future contracts held as on the first day of the Financial Year (i.e. 1st April)*		*Open Interest of the Option Contracts held as on the first day of the Financial Year (i.e. 1st April)*	
		Type of Security (For eg. – Shares, Warrants, Convertible Debentures, etc)	*No.*		*Number of units(contracts lot size)*	*Notional value in Rupee terms*	*Number of units (contracts lot size)*	*Notional value in Rupee terms*
1	**2**	**3**	**4**	**5**	**6**		**7**	

Signature:

Designation:

Date:

Place:

‘FORM A’
INITIAL DISCLOSURE

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(1)(a) read with Regulation 6(2)]

Name of the Company:
ISIN of the Company:

Details of Securities held by Promoter, members of Promoter Group, Key Managerial Personnel (KMP), Director and such other persons as mentioned in Regulation 6(2)

Name, PAN, CIN / DIN & address with contact nos.	*Category of Person (Promoters / member of Promoter Group/ KMP / Directors/ Immediate Relatives to / others etc.)*	*Securities held as on the date of regulation coming into force*		*% of shareh olding*
		Type of Security (For e.g. – Shares, Warrants, Convertible Debentures, etc.)	*No.*	
1	**2**	**3**	**4**	**5**

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

Details of Open Interest (OI) in derivatives of the company held by Promoter, members of Promoter Group, Key Managerial Personnel (KMP), Director and such other persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held as on the date of regulation coming into force			*Open Interest of the Option Contracts held as on the date of regulation coming into force*		
Contract Specificatio ns	*Number of units (contracts lot size)*	*Notional value in Rupee terms*	*Contract Specificat ions*	*Number of units (contracts lot size)*	*Notional value in Rupee terms*
6	**7**	**8**	**9**	**10**	**11**

Note: In case of Options, notional value shall be calculated based on premium plus strike price of Options

Name & Signature: Date:
Designation: Place:

‘FORM B’
INITIAL DISCLOSURE

SEBI (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 as Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of Promoter Group of a listed company and such other persons as mentioned in Regulation 6(2)

Name, PAN, CIN / DIN & address with contact nos.	*Category of Person (Promoters / member of Promoter Group/KMP / Directors / Immediate Relatives to/ others etc.)*	*Date of appointment as Director / KMP OR Date of becoming Promoter or member of Promoter Group*	*Securities held at the time of becoming Promoter /member of Promoter Group/ appointment of Director / KMP*		*% of shareholding*
			Type of Security (For e.g. – Shares, Warrants, Convertible Debentures, etc.	No.	
1	**2**	**3**	**4**	**5**	**6**

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

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of Promoter Group of a listed company and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held at the time becoming promoter or member of promoter group/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter or member of Promoter Group/appointment of Director/KMP		
Contract Specifications	*Number of units (contracts lot size)*	*Notional value in Rupee terms*	*Contract Specifications*	*Number of units (contracts lot size)*	*Notional value in Rupee terms*
7	**8**	**9**	**10**	**11**	**12**

Note: In case of Options, notional value shall be calculated based on premium plus strike price of Options

Name & Signature: Date:
Designation: Place:

'FORM C'
CONTINUAL DISCLOSURE

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 4(1)(i), 7 (2) read with Regulation 6(2) – Continual disclosure]

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, member of Promoter Group, Designated Person, Insider and other such persons as mentioned in Regulation 6(2), as applicable

Name, PAN, CIN/ DIN, & address with contact nos.	Category of Person (Promoters/ members of Promoter Group Designated Person/Insider/immediate relative / others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/ public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	**2**	**3**	**4**	**5**	**6**	**7**	**8**	**9**	**10**	**11**	**12**	**13**	**14**

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

Details of Trading in derivatives of the Company by Promoter, member of Promoter Group, Designated Person, Insider and other such persons as mentioned in Regulation 6(2), as applicable

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	**16**	**17**	**18**	**19**	**20**	**21**

Note: *In case of Options, notional value shall be calculated based on Premium plus strike price of options.*

Name & Signature:
Designation:

Date:
Place:

'FORM D'

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (3) Transactions by other Connected persons]

Dealing of Trading in securities by Connected Persons

Name, PAN, CIN/ DIN, & address with contact nos. of other connected persons	Connection with the Company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	**2**	**3**	**4**	**5**	**6**	**7**	**8**	**9**	**10**	**11**	**12**	**13**	**14**

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

Details of Trading in derivatives by Connected Persons

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	**16**	**17**	**18**	**19**	**20**	**21**

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name:
Signature:

Date:
Place:

'FORM E'-UNDERTAKING

In terms of Regulation 14 of Schedule B under Regulation 9 of SEBI (PIT) Regulations, 2015 and Clause 3.2.10 of the Code, I _____, S/o. _____, R/o. _____, a Designated Person (as defined in the Code), hereby disclose the following:

List of my Immediate Relatives and their details:

Sl. No.	*Particulars	Name	PAN or where PAN is not available, then Aadhar or Passport number	Phone/Mobile numbers
1	Spouse			
2	Father			
3	Mother			
4	Brother			
5	Sister			
6	Son			
7	Daughter			
8	Spouse's Father			
9	Spouse's Mother			
10	Spouse's Brother			
11	Spouse's Sisiter			
12	**Person(s) with whom you share Material Financial Relationship, not in ordinary course			

*Those who are either dependent financially or consults you in taking decisions relating to trading in securities

**Any person who is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of your annual income, excluding those made on arm's length transaction basis

Further, below are my additional details as required under the Regulations:

Names of Educational Institutional from which graduated	Course/Degree	Year of passing out

Names of Past Employers	Period	Designation

Date: Signature:

Place: Name:

SCHEDULE A

[See sub-regulation (1) of Regulation 8]

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. Head - Investor Relations, for the time being in employment of the Company shall act as "Chief Investor Relation Officer" to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.
2. The Company to make prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
3. The Company would ensure uniform and universal dissemination of Unpublished Price Sensitive Information like publication of policy(s) related to Dividend, if any, inorganic growth pursuits, etc. to avoid selective disclosure, thereby providing equality of access to such price sensitive information to all concerned.
4. Post making the Unpublished Price Sensitive Information public i.e. dissemination to the Stock Exchange(s), if required and as deemed appropriate Head – Corporate Communications will intimate the same to media and Chief Investor Relation Officer will disseminate such information to investors and analysts.
5. The Company shall promptly disseminate Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
6. Executive Chairman, Non-Executive Vice Chairman, CEO, CFO, Compliance Officer, Chief Investors Relations Officer and Head Corporate Communications shall jointly and/or severally give appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
7. The above said personnel of the Company to ensure that information shared with analysts and research personnel is not Unpublished Price Sensitive Information.
8. The Chief Investor Relations Officer shall ensure that the best practices are developed to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences and to host such transcripts, etc. on the official website to ensure official confirmation and documentation of disclosures made, within seven (7) working days of the event.
9. The Company to ensure that all Unpublished Price Sensitive Information to be handled and shared only on a need-to-know basis.
10. [51]Determination of legitimate purpose

    For the above purpose of this Code, the term "legitimate purpose" shall include sharing of Unpublished Price Sensitive Information in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, Employees of Promoters/ Promoter Group as notified by the Board of Directors or any committee or Key Managerial Personnel from time to time, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.

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[51] Regulation 2A of SEBI (PIT) Regulations, 2015

RESTRICTION ON TRADING OF SECURITIES

- **When Trading Window is Closed:**

-No employee or Insider allowed to trade (Irrespective of number or value of securities)

- **When Trading Window is Open**:

- Designated Persons can trade in Securities (below of: 20, 0000 equity shares or Rs. 10 lacs or 1 of the share capital, whichever is less). For trading above these limit, pre cleara nce process to be followed.
- No other restriction on others

- Any Insider having UPSI shall not trade in Securities, irrespective of whether trading window is open or not

DISCLOSURES

KMP (including that of their Immediate Relatives)
- Clause 4.2(b)
- Disclose details of holding of Securities in Form B
- W**i**thin seven days of appointment

Directors (including that of their Immediate Relatives)
- Clause 4.2(b)- Disclose details of holding of Securities upon appointment in 'Form B
- W**i**thin seven days of appointment
- Clause 4.3(a)- Disclose number of Securities acquired or disposed of, if the value of the Securities traded, aggregates to a traded value in excess of Rs. 10,00,000/- in Form C; Within two Trading Days

Promoter and members of Promoter Group (including that of their Immediate Relatives)
- Clause 4.2(b)- Disclose details of holding of Securities upon appointment in 'Form B; W**i**thin seven days of appointment
- Clause 4.3(a)- Disclose number of Securities acquired or disposed of, if the value of the Securities traded, aggregates to a traded value in excess of Rs. 10,00,000/- in Form C; Within two Trading Days

Designated Persons
-Clause 3.2.8- Pre-clearance of Trades (Ref Form II);
-Clause 3.2.8- Reporting of Trades executed/not executed after securing pre-clearance and for reporting level of holdings in Securities (Form III), to be made within 7 days of execution / non-execution of pre-clearance; and
-Clause 3.2.8- Annual disclosure of holding as on March 31, within 30 days from the end of financial year (Form IV)
- Clause 4.3(a) - Disclose number of Securities acquired or disposed of, if the value of the Securities traded, aggregates to a traded value in excess of Rs. 10,00,000/- in Form C; Within two Trading Days

Insiders
-Clause 3.4- Disclosure of Trading Plan- Form I
- Clause 4.3(c)- Reporting of Off-market trades within 2 working days in 'Form C'

Connected Persons (Clause 4.4)
- Disclose the number of Securities held by them or their Immediate Relatives, as and when required by the Compliance Officer or as stipulated in any agreement or engagement document

in Form 'D'