



# JAMNA AUTO INDUSTRIES LIMITED

## CODE OF CONDUCT FOR INSIDER TRADING & FAIR DISCLOSURE

In line with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as the “Regulations”), the following is the Code of Conduct for insider trading and fair disclosure (hereinafter referred to as the ‘Code’). The Code shall replace/repeal the existing code of conduct of the Company for prevention of Insider Trading in the securities of the Company. This code has been adopted by Board of Directors in their meeting held on May 21, 2019.

### 1. **DEFINITIONS:**

**1.1 Compliance Officer** means the Company Secretary or any other officer of the Company who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations and authorized/designated by the Board of Directors to discharge the duties of the Compliance Officer under the regulations.

### **1.2 Connected Person means:**

- (i) Any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, 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, whether temporary or permanent, with the company, that allows such a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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) A 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 Securities and Exchange Board of India Act, 1992 or an employee or director thereof or
  - (d) An investment company, trustee company, asset management company or an employee or director thereof or
  - (e) An official of a stock exchange or of clearing house or corporation or
  - (f) A member of board of trustee 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 person wherein a director of a company or his relative or banker of the company, has more than ten percent (> 10%) of the holding or interest or;
  - (k) A Firm or its partner or its employee in which a Connected Person is also a partner; or
  - (l) A person sharing household or residence with a Connected Person.



**1.3 : Designated Person** means:

1. A Director
2. All employees of the Company at Assistant General Manager Level and above.
3. All employees, irrespective of above level, employed in the Finance and Secretarial Department, as well as in the Offices of the Chairman / Managing Director / Executive Director, by whatever name designated and such other employees who may be so designated, from time to time, by the Company for the purposes of this Code and who would be reasonably expected to have access to unpublished price sensitive information relating to the Company as defined in this Code or the Regulations.
4. All promoters of the Company
5. Chief Executive Officer of material subsidiaries of the Company

**1.4 : Employee** means a person who is in temporary or permanent employment of the company and who would be reasonably expected to have access to unpublished price sensitive information relating to the Company.

**1.5 : Generally available information** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.

**1.6 : 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.

**1.7 : Relative** shall mean the following:

- (i) Spouse of the person;
- (ii) Parent of the person and parent of its spouse;
- (iii) Sibling of the person and sibling of its spouse;
- (iv) Child of the person and child of its spouse;
- (v) Spouse of the person listed at sub-clause (iii); and
- (vi) Spouse of the person listed at sub-clause (iv)

**1.8 : Insider** means any person who is:

- (i) a connected person or
- (ii) in possession of or having access to unpublished price sensitive information regardless of the means of his/her being in possession of the unpublished price sensitive information unless the contrary is being proved.

**1.9 : 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

**1.10 : Securities** means the company's securities, debentures, bonds and other instrument that are traded on any Stock Exchange OR "securities" shall have the meaning assigned to it under the Securities Contract (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.

**1.11 : Trading** means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

**1.12 : 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, de-mergers, acquisition, delisting, disposal and expansion of business award or termination of order/contracts not in the normal course of business] and such other transactions;
- (v) change in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- (vi) Change in rating(s), other than ESG rating(s);
- (vii) fund raising proposed to be undertaken;
- (viii) agreements, by whatever name called, which may impact the management or control of the company;
- (ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- (x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- (xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- (xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- (xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- (xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- (xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- (xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

**1.13:** Trading day means a day on which the recognized stock exchanges are open for trading.

If there are no specific definitions in the Code in respect of terms used herein, these shall have the same meaning assigned to them in SEBI (Prohibition of Insider Trading) Regulations, 2015/The Securities Contract Regulation Act, 1956/ The SEBI Act, 1992/ Companies Act, 2013 - read with applicable rules and regulations for the time being in force including any statutory modifications/amendments/re-enactments thereon.

## **2.0 DUTIES OF COMPLIANCE OFFICER:**

Compliance Officer shall act under the overall supervision of the Board and shall be responsible for:

1. Implementation of the Code and monitoring adherence to the Code under the overall supervision of the Board.
2. Pre-clearance of trades of designated persons.
3. Maintaining details of the securities held by designated persons, dealing in the securities by designated persons and declarations given under the Code.
4. Provide report to the Chairman of the Audit Committee in respect of persons who had dealt into securities of the company at least once in a year.



5. Review the trading plan received from the insiders to assess whether plan is in conformity with the Regulations and obtain undertakings as may be necessary to enable such assessment and approve and monitor the implementation of the plan.
6. Upon approval of the trading plan notify the plan to the stock exchanges on which the securities are listed.
7. Preserving the disclosures made under these regulations for a minimum period of Five (05) Years mandatorily, in such form as may be specified.
8. Maintain a list of such securities to be used as a “Restricted List” to be used as a base for approving or rejecting the applications for pre- clearance of trades as being presented to him for approval.
9. Determining the persons in consultation with Board of directors as Insiders who can reasonably be expected to have possession of unpublished price sensitive information.
10. Serving/ issuing due notice or executing confidentiality agreement or non-disclosure agreement with persons or Designated persons to maintain confidentiality of unpublished price sensitive information.

### **3.0 PRESERVATION OF “UNPUBLISHED PRICE SENSITIVE INFORMATION”**

**3.1:** Applicable to Designated Persons and insiders.

**3.2:** Designated persons and insider shall maintain the confidentiality of all unpublished price sensitive information and shall not pass on such information to any person directly or indirectly or make a recommendation for trading in the securities of the Company on the basis of such information.

**3.3:** Unpublished price sensitive information is to be handled on a “need to know” basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider’s or Designated Person’s legitimate purposes, performance of duties or discharge of his/her legal obligations and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

**3.4:** Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.

**3.5:** Chinese Walls are designated to manage dealing in un-published price sensitive information by the Designated Persons and prevent their spread and misuse. Every Designated Person is prohibited from communicating any un-published price sensitive information to any person without the prior approval of the Compliance Officer.

**3.6:** Every Designated Person is responsible to ensure that the Chinese Wall is not breached deliberately or inadvertently. Any breach of the Chinese wall shall be informed to the Compliance Office immediately.

**3.7** The Company shall maintain a structured digital database of the persons with whom unpublished price sensitive information is shared, as required under the Regulations. The database shall inter alia contain the names of the persons or entities with whom the information is being shared which is or deemed to be covered under unpublished price sensitive information as per Regulations along with the Permanent Account Number (“PAN”) or any other identifier authorized by law where PAN is not available.

**3.8.** The Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements of Regulations to prevent insider trading.



#### **4.0 PREVENTION OF MISUSE OF “UNPUBLISHED PRICE SENSITIVE INFORMATION”**

**4.1:** Applicable to Designated Persons and insiders.

**4.2:** No Designated Person and Insider shall, directly or indirectly, trade in securities of the Company while in possession of unpublished price sensitive information except as provided in the Regulations.

Designated Persons shall also be subject to trading restrictions as enumerated below. The Company shall specify a trading period, to be called “trading window”, for trading in the company’s securities. The trading window shall be closed during the time the following information is unpublished:

- (a) Declaration of financial results (quarterly, half-yearly and annually).
- (b) Declaration of dividends (interim and final).
- (c) Change in capital structure by way of public/rights/bonus etc.
- (d) Mergers, de-mergers, acquisition, delisting, disposal and expansion of business and such other transactions
- (e) Change in key managerial personnel

**4.3:** Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results.

The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

**4.4 :** When the trading window is closed all Designated Persons shall not trade in the company’s securities during such period. Trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

**4.5:** All Designated Persons shall trade in the securities of the company only in a valid trading window and shall not trade in company’s securities during the period when trading window is closed or during any other period as may be specified by the company from time to time.

**4.6:** In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, trading of securities allotted on exercise of ESOPs shall not be allowed when trading window is closed.

**4.7.** Notice shall be served/issued to or Confidentiality Agreements or Non-disclosure Agreements shall be executed with the persons or Designated Persons with whom unpublished price sensitive information is shared Persons in terms of the Regulations.

#### **5.0 PRE-CLEARANCE OF TRADES**

**5.1** All Designated Persons who intend to trade in the securities 5000 or more in number should obtain pre-clearance of the transaction in accordance with following terms & conditions:



## 5.2 Terms & conditions:

- i. An application has to be made to the Compliance Office in the format as provided in Form I along with declaration to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information.
- ii. The Compliance officer will scrutinize the application within 2 working days of submission and communicate the approval/ refusal (along with reasons therefore) to the applicant. Decision of Compliance Officer will be final.
- iii. In the absence of compliance officer, the application will be decided by the Managing Director.
- iv. All Designated Person shall execute their trades in respect of securities of the Company within one week after the approval of pre-clearance is given, if the trade is not executed within one week after the approval is given, the Designated Person concerned must apply afresh for the pre-clearance of the transaction again.
- v. Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

## 6.0 : HOLDING PERIOD

All Designated Persons who trade in any number of securities of the company shall not execute a contra trade during the next six months following the prior transaction. All Designated Persons shall also not take positions in derivative transactions in the securities of the company at any time. In case of trading in securities is necessitated, the holding period may be waived or reduced by the compliance officer after recording in writing his/ her reasons in this regard provided that such relaxation does not violate the Regulations.

Restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

If any Designated Person executes a contra trade, inadvertently or otherwise, in violation of such a restriction, such Designated Person shall remit all the profits from such trade to the Investor Protection and Education Fund of the Securities and Exchange Board of India.



## 7.0: DISCLOSURES

7.1: Applicable to designated persons.

7.2: Every Designated Persons shall forward following details of their securities transactions to the compliance officer:

| <b>Disclosure</b>   | <b>Time of Disclosures</b>  |
|---|---|
| <b>Application for Pre Clearance of trade in terms of SEBI (Prohibition of Insider Trading) Regulations, 2015 for dealing is 5000 or more in Form I</b> | An application to be submitted by director/ officer/ designated person and/ or their dependent family to the Compliance Officer   |
| <b>Initial Disclosure in Form II</b>  | Disclosure on becoming a Director/KMP/Promoter/Member of the promoter group.  |
| <b>Continuous Disclosure in Form III</b>  | Within two trading days of transaction where number of securities acquired or disposed of in 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 ten lakh rupees. |
| <b>Disclosures by other connected persons in Form IV</b>  | Transactions by other connected persons as identified by the Company.   |

7.3: The code of Fair Disclosure as prescribed in Schedule A of The SEBI (Prohibition of Insider Trading) Regulations, 2015 forms an Integral Part of this Code and can be accessed on the official website of the Company.



## **8.0 SUBMISSION OF DETAILS BY THE DESIGNATED PERSONS ON ANNUAL BASIS**

Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law 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
- d) 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.

(“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 transactions.”)

## **9.0 : PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT**

- 9.1 :** Any Designated person and insider who trade in securities or communicates any information for trading in securities in contravention of the code of conduct may be penalized and appropriate action may be taken by the company or Audit Committee.
- 9.2 :** **Designated persons** who violate the code of conduct shall also be subject to disciplinary action by the company or Audit Committee, which may include suspension, termination of employment, wage freeze, recovery, clawback, ineligibility for future participation in employee stock option plans etc.
- 9.3** Action by the company shall not preclude SEBI from taking any action in the case of violation of the SEBI (Prohibition of Insider Trading), Regulations, 2015.
- 9.4** In case it is observed by the company/ compliance officer that there has been a violation of the SEBI (Prohibition of Insider Trading) Regulation, 2015, the SEBI shall be informed by the Company, whenever required.

- The code was last amended on May 30, 2025.

**Form I**

Date:

To,  
The Compliance Officer  
Jamna Auto Industries Limited  
No. 2, Park Lane, Kishangarh, Vasant Kunj, New Delhi – 110070

**Sub: Application for Pre Clearance of trade in terms of SEBI (Prohibition of Insider Trading) Regulations, 2015**

Dear Sir,

I \_\_\_\_\_ S/D/W/o \_\_\_\_\_, being a Designated Person of Company, hereby seek your approval for:

- a) buying \_\_\_\_\_ (number ) of \_\_\_\_\_ (type of security) of the company in my/ dependent family members' name;
- b) Selling \_\_\_\_\_ (number ) of \_\_\_\_\_ (type of security) of the company in standing in my/ dependent family members' name;
- c) Pledge \_\_\_\_\_ (number ) of \_\_\_\_\_ (type of security) of the company in standing in my/ dependent family members' name in favor of \_\_\_\_\_ (name of Pledgee) ;

Through Stock Exchange / private arrangement with Ms. /Mr./ Mrs. \_\_\_\_\_ having Folio no. / DP & Client ID No. \_\_\_\_\_.

As on date I/my dependent family members hold the under mentioned securities of the Company:

| Name of Holder | Folio No. / DP & Client ID No. | Type of Securities | No. of Securities |
|----------------|--------------------------------|--------------------|-------------------|
|                |                                |                    |                   |

I further undertake and confirm that:

- a. I do not have any access to nor in receipt of any "Price Sensitive Information" upto the time of signing this undertaking.
- b. In case I get access to or receive any "Price Sensitive Information" subsequent to the signing of this undertaking but prior to the execution of the transaction I shall inform you of the change in my position and that I would completely refrain from dealing in the securities of the company till the time such information becomes public.
- c. I have not contravened the code of conduct for prevention of insider trading as notified by the company from time to time.
- d. I have made a full and true disclosure in the matter.
- e. I/ my dependent family shall execute the transaction in respect of the proposed securities of the company within one week after the approval of pre-clearance is obtained. In the event of the transaction not being executed within one week from the said approval, I shall again apply for pre clearance approval for the transaction.
- f. I/ my dependent family members undertake not to do any contra trade in said securities for a minimum period of 6 months.

Name

Designation

Signature

## FORM II

### SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/Promoter/Member of the promoter group]

Name of the company: Jamna Auto Industries Limited

ISIN of the company: INE039C01032

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

| Name,<br>PAN,<br>CIN/DIN<br>Address<br>contact nos. | Category of Person<br><br>(Promoter or member of promoter group/KMP/Directors/immediate relative to/others etc.) | Date of appointment of Director/ KMP<br>Date of becoming Promoter/ member of the promoter group | Securities held at the time of becoming Promoter or member of the promoter group/appointment of Director/KMP |     | % of Shareholding |
|---|--|---|--|-----|-------------------|
|   |  |   | Type of security(For eg: Shares, Warrants, Convertible-debentures etc.)                                      | No. |                   |
|   |  |   |  |     |                   |

*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 the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

| Open Interest of the Future contracts held at the time of becoming Promoter/member of the promoter group/appointment of Director/KMP |                                       |                               | Open Interest of the Option Contracts held at the time of becoming Promoter/member of the 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 |
|  |                                       |                               |  |  |                               |

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

Name & Signature:

Designation:

Date:

Place:



*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, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

| 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) |  |
|  |                         |                |  |                |  |  |
|  |                         |                |  |                |  |  |

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

Name & Signature: Designation:

Date:

Place:



*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 other connected persons as identified by the company

| 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)   |  |
|  |                         |                |  |                |  |  |

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

Name:

Signature:

Place:



## CODE OF FAIR DISCLOSURE

### 1. Purpose

Pursuant to the provisions of regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“the Regulations”), every company whose shares are listed on stock exchanges is required to have a code of fair disclosure of Unpublished Price Sensitive Information (UPSI) to adhere to principles set out in Schedule A to Regulations without diluting the provisions of the Regulations in any manner.

### 2. Objective

This code of fair disclosure is framed and adopted to ensure the timely and proper dissemination of the UPSI on need-to-know basis so as to protect the interest of the shareholders/investors as well the Company as a whole. Through this code the Company will endeavor to preserve the confidentiality of UPSI and to prevent or to mitigate the misuse of such information as far as possible.

### 3. Important Terms

“**Unpublished Price Sensitive Information**” shall mean and include any information, relating to the company or its securities, directly or indirectly, that is not generally available but which upon becoming generally available, is likely to materially affect the price of the securities and shall ordinarily include but are not restricted to:

- (a) Financial Results
- (b) Dividends
- (c) Change in capital structure
- (d) Mergers, de-merges, acquisitions, de-listings, disposal and expansion of business award or termination of order/contracts not in the normal course of business and such other transactions;
- (e) change in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- (f) Change in rating(s), other than ESG rating(s);
- (g) fund raising proposed to be undertaken;
- (h) agreements, by whatever name called, which may impact the management or control of the company;
- (i) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- (j) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- (k) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- (l) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- (m) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- (n) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- (o) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;



(p) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

**“Chief Investor Relations Officer”** shall mean the CFO or Compliance Officer of the Company or such other person as may be designated to be the chief investor relations officer of the company by the Board of Directors from time to time.

**“Generally available information”** shall mean the information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.”

**“Legitimate purpose”** shall mean sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.

#### **4. Principles and practices for adhering and ensuring fair disclosure of UPSI**

The Company will adhere to the following practices so as to ensure fair disclosure of UPSI:

1. The Company will make prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. The Company will make uniform and universal disclosure of UPSI to avoid selective disclosure.
3. The CFO or Compliance Officer of the Company shall act as a chief investor relations officer to deal with dissemination of information and disclosure of UPSI.
4. The Company will make prompt disclosure of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. The Company will ensure that information shared with analysts and research personnel is not an UPSI.
7. The Company will constantly endeavor to develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. The Company will ensure that all UPSI are handled on a need-to-know basis.

#### **5. Policy for determination of “Legitimate Purpose”**

The Company will handle all UPSI on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “Insider” and due notice shall be given to such persons or confidentiality agreement or non-disclosure agreement shall be signed with such persons to maintain confidentiality of such UPSI and not to deal in securities of the Company while in possession of such UPSI in complying with the norms of SEBI Insider Trading Regulations.

#### **6. Policy for inquiry in case of unpublished price sensitive information or suspected leak of unpublished price sensitive information**

**“Leak or Suspected Leak of UPSI”** means passing of an information which is/deemed to be UPSI by an insider, who is in possession of such UPSI, to any other person, directly or indirectly, overtly or covertly



or in any manner whatsoever, except for legitimate purposes, performance of duties or discharge of legal obligations.

The employees of the Company can report the issue of leak or suspected leak of an UPSI to the Compliance Officer of the Company or directly to the Chairman of the Audit Committee either by writing an email, in person or by letter. The identity of such employee shall be kept confidential and he/she shall be protected against retaliation, harassment or discrimination. The issue of leak or suspected leak of an UPSI and violation of Insider Trading Regulations may also be reported directly to the SEBI as a Voluntary Information Disclosure as per the procedure and guidelines prescribed by SEBI in its circular No. SEBI/LAD-NRO/GN/2019/32. The Company shall provide protection to the employees who reports the instance of violation of Insider Trading Regulations in compliance with the SEBI circular.

On becoming aware of actual or suspected leak of an UPSI of the Company, the Compliance Officer or Chairman of the Audit Committee shall opt the mechanism as provided below.

#### **Mechanism for initiating inquiry in case of any leak/ suspected of UPSI**

1. The Compliance Office on becoming aware of instances of leak or suspected leak of an UPSI shall promptly bring the same into knowledge of the Chairman of the Audit Committee.
2. The Chairman of the Audit Committee on becoming aware of instances of leak or suspected leak of UPSI shall promptly call for the Audit committee for dealing with the instance of leak or suspect of leak of UPSI.
3. The Chairman of the Audit Committee, shall place the information/ complaint before the Audit Committee.
4. The Audit Committee shall initiate the preliminary enquiry. The object of preliminary enquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint and to collect necessary available material.
5. Based on the findings of the preliminary enquiry, Audit Committee shall decide whether to investigate the issue or close it. If the Committee decides to investigate the issue further, it shall conduct such further inquiry as it may deem fit and collect all information, evidences in the matter. The Audit Committee may conduct the investigation on its own or appoint an investigation officer to investigate the leak or suspected leak of UPSI.
6. Based on the investigation findings, the Committee may acquit the employee or take disciplinary action against the employee responsible for leak of UPSI which may include suspension, termination wage freeze, claw back of benefits etc. as may be decided on case to case basis.
7. The Audit Committee shall inform the instance of the leak or suspect of the leak of UPSI to the Board of Directors and report for necessary disciplinary action taken in this regard shall also be placed before the Board of Directors.
8. Wherever required, the Company shall promptly inform SEBI or Stock Exchanges the instances of leak or suspected leak of information.

#### **7. Amendments**

This Policy can be amended, modified or revised by the Board of Directors of the Company. In case of any subsequent changes in the provisions of the Act and Listing Regulations or any other regulations which make any of the provisions in the Policy inconsistent with such regulations, then the provisions of such regulations would prevail over the Policy.