

# **CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY INSIDERS**

## **1. INTRODUCTION**

Insider Trading is dealing (buying and / or selling) in the securities by the Shareholder Company, by any connected or deemed to be connected persons while in possession of any material un-published price sensitive information, in breach of a fiduciary duty or other relationship of a trust and confidence, to gain personal benefit out of such dealing.

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as "the Regulations" vide its circular no.LD-NRO/GN/2014-15/21/85 dated 15<sup>th</sup> January 2015) replaced the *Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992* w.e.f. 15<sup>th</sup> May, 2015. The SEBI Regulations requires that every listed company shall formulate a code of conduct to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with these regulations and enforce a code of internal conduct and procedures based on the Model code provided therein. The Code of Conduct incorporates the amendments so as to align it with the new regulation i.e. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("Regulations").

In Compliance with the said requirements, the Company has introduced a code for prohibition of Insider Trading (hereinafter referred to as the "Code of Conduct").

## **2. OBJECTIVE**

Omkar Speciality Chemicals Limited (hereinafter referred to as "the Company") endeavors to preserve the confidentiality and prevent the misuse of un-published price sensitive information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all the applicable laws and regulations. Every Director, Officer, Designated Employee and connected person of the Company has a duty to safeguard the confidentiality of all such information which he/ she obtained in the course of performance of official duties. Directors, Officers, Designated Employees and Connected persons of the Company should not use their position to gain personal benefit. To achieve these objectives, the Company hereby notifies this **Code of conduct**.

## **3. DEFINITIONS**

- a) "**Act**" means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
- b) "**Board**" means the Securities and Exchange Board of India.
- c) "**Code of Conduct**" means the Code of Conduct for prevention of Insider Trading, as

notified hereunder, including any amendments/ modifications made from time to time.

- d) **“Company”** means Omkar Speciality Chemicals Limited.
- e) **“Companies Act”** means Companies Act, 2013.
- f) **“Compliance Officer”** means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be;
- g) **“Connected Person”** means
  - (i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
  - (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -
    - (a) an immediate relative of connected persons specified in clause (i); or
    - (b) a holding company or associate company or subsidiary company; or
    - (c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
    - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
    - (e) an official of a stock exchange or of clearing house or corporation; or
    - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
    - (g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
    - (h) an official or an employee of a self-regulatory organization recognised 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;

- h) **"Designated Persons"** shall include
  - i. Every employee in the grade of Vice President and above;
  - ii. Every employee in the Finance, Accounts, Secretarial and Legal Department in the grade of Manager and above;
  - iii. All promoters of the Company
  - iv. Auditors of the Company
  - v. CEO, Company Secretary, CFO
  - vi. every employee brought over the chinese wall ; and
  - vii. any other employee as may be determined and informed by the Compliance Officer from time to time.
- i) **"Director"** means a member of Board of Directors of the Company.
- j) **"Employee(s)"** means every employee of the Company and its holding, subsidiary or Associate Company including the Directors in the employment thereof.
- k) **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis.
- l) **"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.  
  
Note: if spouse is financially independent and doesn't consult an insider while taking trading decisions, the spouse won't be exempted from the definition of immediate relative. A spouse is presumed to be an "immediate relative", unless rebutted so.
- m) **"Insider"** means any person who is a connected person or in possession of or having access to unpublished price sensitive information.
- n) **"Key Managerial Person"** means person as defined in Section 2(51) of the Companies Act, 2013.
- o) **"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
- p) **"Prohibited Period"** shall mean the period of time when the trading window is closed.
- q) **"Regulations"** shall mean the Securities & Exchange Board of India (Prohibition of

Insider Trading) Regulations, 2015 and any amendments thereto.

- r) **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.
- s) **"Specified Persons"** means the Directors, connected persons, the insiders, the designated persons and the promoters and immediate relatives are collectively referred to as specified persons.
- t) **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- u) **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- v) **"Trading day"** means a day on which the recognized stock exchanges are open for trading.
- w) **"Unpublished price sensitive information"** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –
  - (i) financial results;
  - (ii) dividends;
  - (iii) change in capital structure;
  - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
  - (v) changes in key managerial personnel; and
  - (vi) material events in accordance with the listing agreement.
- x) **"Calendar Quarter"** means a period of 3 consecutive calendar months, ending with the last day of March, June, September or December.
- y) **"Working Day"** shall mean the working day when the regular trading is permitted on the concerned stock exchange where the securities of the company are listed.
- z) **"officer of the Company"** includes any director, manager or key managerial personnel or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the directors is or are accustomed to act.

Words and phrases used in the Code and not defined hereinabove shall have the same meaning as defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Securities and

Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made there under shall have the meanings respectively assigned to them in those legislation.

#### **4. Compliance Officer:**

4.1. The Compliance Officer shall report to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors on quarterly basis or at such frequency as may be stipulated by the Board of Directors.

4.2. The Compliance Officer shall be responsible for setting forth the policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the Company.

4.3. In the performance of his/her duties, the Compliance Officer shall have access to all information and documents relating to the Securities of the Company.

#### **5. Preservation of Unpublished Price Sensitive Information**

5.1 All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or
- not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction 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.

However, the Board of Directors 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 limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive

information.

5.2 **Need to know basis** – Unpublished Price Sensitive Information of the Company is to be handled on a "need to know" basis i.e. should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or apprehension of misuse of the information. All non-public information directly received by any employee should immediately be reported to the head of the department.

5.3 **Limited access to confidential information** - All manual files containing confidential information shall be kept secure. All Computer files must have adequate security such as login and password.

## **6. Prevention of Misuse of "Unpublished Price Sensitive Information"**

6.1. No insider shall

- Trade in Securities of the Company either on their own behalf or on behalf of any other person when in possession of any unpublished price sensitive information; or
- Communicate, provide or allow access to any unpublished price sensitive information, relating to a company or securities listed or 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.

6.2. Trading Plan:

An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

6.3. 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;
- (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second 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;
- (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.

6.4. The Compliance Officer shall consider the Trading Plan made as above and shall approve it

forthwith. However, he shall be entitled to take expressed undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

6.5. The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

6.6. Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

## **7. Trading Window:**

7.1. The trading window shall be, inter alia, closed 7 days prior to and during the time the unpublished price sensitive information is published.

7.2. The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

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

Other than the period(s) for which the Trading Window is closed as specified hereinabove, the same shall remain open for dealing in the Securities of the Company.

## **8. Pre Clearance of Trade in Securities:**

All the persons covered by the Code who propose to acquire/sell Securities of the Company which are more than Rs. 10 Lacs in value or 50,000 shares or 1% of the total shareholding or

voting rights, whichever is lower, should pre-clear the transaction. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed and hence he shall not be allowed to trade. The pre-dealing procedure shall be hereunder:

- A Designated Person shall make a pre-clearance application to the Compliance Officer in the prescribed format Form 1 along with an undertaking stating that he/she has not contravened the provision of this Code.
- If any person covered by the Code, obtained any Price Sensitive Information after executing the undertaking but prior to transacting in Securities of the Company, he/she shall inform the Compliance Officer and refrain from dealing in Securities of the Company.
- All the persons covered by the Code shall execute their order **within 7 Days of pre clearance of trade**. If the transaction is not executed within 7 Days of such clearance, fresh approval of the Compliance Officer is required.

All Designated Persons shall conduct their dealings in the securities of the Company only in the "Valid Trading Window" period and shall not enter into "Contra Trade" i.e. opposite or reverse transactions, in the securities of the Company during the next six months following the prior transaction. The Compliance Officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act. When the trading window is closed, the Specified Persons shall not trade in the Company's securities in such period.

In the case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

In case the sale of securities is necessitated by personal emergency the holding period may be waived by the Compliance Officer after recording in writing his reasons in this regard. The application for the waiver of the minimum period of holding of the securities shall be made by the employee in Form 2 annexed to this Code.

## **9. Disclosure Requirements:**

### **Initial Disclosure:**

Every Promoter, Key Managerial Personnel and Director of the Company and any other person for whom such person takes trading decisions shall disclose his holding of securities of the Company

as on the date of these regulations taking effect, to the Company within 30 days of these regulations taking effect in Form A;

Every person on appointment as a Key Managerial Personnel or a Director of the Company or Designated Employee or upon becoming a Promoter shall disclose his holding of securities of the Company and any other person for whom such person takes trading decisions as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a Promoter in Form B.

**Continual Disclosure:**

Every Promoter, Designated Employee and Director of Company and any other person for whom such person takes trading decisions shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified by the Compliance Officer from time to time in Form C.

**Disclosure by the Company to the Stock Exchange(s):**

The Company shall within 2 Working days of the receipt of disclosures as mentioned as aforesaid or on becoming aware of such information, disclose to all Stock Exchanges on which the securities of the Company are listed, the information received as aforesaid.

**10. Penalties:**

Every Specified Person shall be individually responsible for complying with the provisions of the Code of Conduct (including to the extent the provisions hereof are applicable to his/her dependents).

Any Specified Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company. The penalties will be as per the Securities Contract (Regulation) Act, 1956.

The action by the Company shall not preclude SEBI and other authorities from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015. In case the SEBI Regulations or any Statutory Provisions are more stringent than those contained in the Code, the SEBI Regulations / Statutory Provisions will prevail.

**11. Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulation 2015:**

In case it is observed by the Company / Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading Regulation 2015) the Company shall inform SEBI and / or

Stock Exchanges of such violation.

In the event of any amendment to the SEBI (Prohibition of Insider Trading Regulation 2015) or issuance of any clarification relating to prohibition of insider trading such amendment / clarification shall be deemed to be adapted by the Company and in case of any conflict between the provision of the code and SEBI (Prohibition of Insider Trading Regulation 2015), the later shall prevail.

## **12. CHINESE WALL**

To prevent the misuse of confidential information, Omkar Speciality Chemicals Limited has laid down Chinese Walls procedures which separate those areas of Omkar Speciality Chemicals Limited that routinely have access to confidential information, considered "inside areas" from those which deal with sale/marketing/investment advice or other departments providing support services, considered "public areas".

- The employees in the inside area shall not communicate any Unpublished Price Sensitive Information to anyone in public area.
- The Company shall have process of maintaining securely, computer files containing confidential information and physical storage of documents relating to UPSI.
- All the unpublished price sensitive information is to be handled on "need to know basis", i.e., Unpublished Price Sensitive Information should be disclosed only to those within Omkar Speciality Chemicals Limited who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. All the non-public information directly received by any employee should immediately be reported to the head of the department. In exceptional circumstances employees from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the Compliance Officer.

**Application for Pre-clearance of trading in securities of the Company by the Directors and designated employees (in terms of Clause 5 of the Code of the Conduct pursuant to regulation 7 (1)(b) read with regulation 6(2) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**

To,  
The Compliance Officer

With reference to above, I wish to inform you that I want to purchase / sale \_\_\_\_\_ equity shares of the Company from, details of the same are as mentioned below :

1	Name of the Directors / Designated Employee	:	
2	Designation		
3	DIN / Employee Code		
4	PAN		
5	Address		
6	Number and value of securities held in the Company as on date		
7	Folio / DP Id. No. and Client Id No.		
8	Mode in which securities are held (i.e. physical or demat)		
9	The proposal is for ---- (please tick proper option)		(a) Acquisition in open market (b) Acquisition out of open market (c) Sale in the open market (d) Sale out of open market (e) subscription of securities
10	Proposed date of the deal		
11	Estimated no. of securities proposed to be acquired / sold / subscribed		
12	Price at which the transaction is proposed		
13	Proposed mode of dealing in securities (physical or demat)		
14	Name and address of the Broker (if the deal is to be in the open market) and his SEBI Regn. No.		

I/ We declare that I/ we have complied with the requirements of Company's "Code of practices and procedures and code of conduct to regulate, monitor and report trading in securities and

fair disclosure of unpublished price sensitive information" based on the Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015. I am executing an Undertaking as required and enclose herewith.

You are requested kindly to give your permission to trade in the equity shares/ other securities of the Company as requested above.

Signature: \_\_\_\_\_

(Name : \_\_\_\_\_ )

Encl. Duly executed Undertaking.

## Undertaking

To,

The Compliance Officer

With reference to my application dated \_\_\_\_\_ for pre-clearance of trade for purchase/ Sale of \_\_\_\_\_ equity shares of the Company, I confirm, declare and undertake as follows :

- (a) That I do not have any access or has not received "Price-sensitive information" up to the time of signing the Undertaking.
- (b) That in case I have access to or receive "Price-sensitive information" after the signing of the Undertaking but before the execution of the transaction, I shall inform you the change in my position and I shall completely refrain from trading in the securities of the Company till such information becomes public.
- (c) That I have not contravened the Code of practices and procedures and code of conduct to regulate, monitor and report trading in securities and fair disclosure of unpublished price sensitive information pursuant to the requirements of the Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015 (Code) as notified by the Company from time to time.
- (d) I have made full and true disclosure in the matter.
- (e) I hereby declare that I shall execute my order in respect of securities of the Company within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval is given, I undertake to obtain preclearance for the transaction again.
- (f) That I hereby confirm that I abide by the provisions of clause (5) the Code of conduct with regard to time norms for execution and holding of securities.
- (g) I hereby solemnly declare that I have made a full and true disclosure in this regard to the best of my knowledge and belief.

Signature: \_\_\_\_\_

(Name : \_\_\_\_\_)

**PRE-CLEARANCE ORDER**

We are glad to inform you that your request for dealing in \_\_\_\_\_(numbers) Equity Shares of the Company comprised in your application dated \_\_\_\_\_is approved.

Please note that the said transaction must be completed within one week hereof i.e. or before \_\_\_\_\_. If you fail to complete the transaction within the stipulated period, you will be obliged to make an application for the pre-clearance of the said transaction afresh.

For Omkar Speciality Chemicals Limited

\_\_\_\_\_  
Compliance Officer

Date :

Place :

**Prevention of Insider Trading****Initial disclosure****FORM A****Securities and Exchange Board of India (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, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force	
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms

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

Signature:

Designation:

Date:

Place:

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

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

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

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors /immediate relatives /others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP	
			Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee Terms

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

Name:

Signature:

Date:

Place:

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

**Name of the company:** \_\_\_\_\_

**ISIN of the company:** \_\_\_\_\_

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

Name, PAN No., CIN/DIN, & address of Promoter/Employee / Director with contact nos.	Category of Person (Promoters / KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding			Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public rights/ preferential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc.)				Exchange on which the trade was executed
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To	Buy			Sell				
										Value			Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)		
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	17		

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

**Signature:**

**Designation:**

**Date:**

**Place:**

**Prevention of Insider Trading**

**Pre clearance of trades**

**FORM 1**

SEBI (Prohibition of Insider Trading) Regulations, 2015

**The Compliance Officer**

\_\_\_\_\_ Ltd.

Address: \_\_\_\_\_

\_\_\_\_\_

**SUB: APPLICATION FOR TRADING IN SECURITIES OF THE COMPANY**

Dear Sir,

I, \_\_\_\_\_ Director / Employee of the Company, propose to trade in the Debentures of the Company as per details hereunder:

Relationship with Employee / Director (in case of :  
relation)

No. of Debentures held by the person as on date :  
of the application

Date of Last Disclosure :

DP ID :

Client ID :

**Particulars of proposed transaction in Debentures of the Company:**

<b>Number Debentures held before the Proposed (A)</b>	<b>Number of Debentures proposed to be Sold (B)</b>	<b>Number of Debentures proposed to be acquired (C)</b>	<b>Balance holding (A) +(C)/(A) -(B)</b>

I confirm that:

- i) I and my relatives (We) do not have access to any price sensitive information and have complied with the code of conduct for prevention of insider trading as specified by the Company from time to time.

- i) I/We shall execute the trade of Debentures within 7 days of your approval failing which we shall apply again to you for your approval.
- ii) I/We shall hold Debentures of the Company for a minimum period of 30 days from the date of acquisition.

I/We further confirm that the aforesaid facts are true and correct and shall be fully responsible for any wrongful acts done by me or my relatives including such penalties as may be imposed by the Company.

You are requested to provide the pre-clearance of trade for the above transaction.

Thanking you,  
Yours sincerely,

Place:  
Date:

**Prevention of Insider Trading**

**Pre clearance of trades**

**FORM 2**

SEBI (Prohibition of Insider Trading) Regulations, 2015

**The Compliance Officer**

\_\_\_\_\_ Ltd.

Address: \_\_\_\_\_

\_\_\_\_\_

**Sub.: Waiver of minimum holding period for Securities of the Company**

Dear Sir,

I have purchased/ Acquired \_\_\_\_\_ Debentures of the Company on \_\_\_\_\_ and due to the below mentioned reason, I wish to sell [all/ (in units) of] the Debentures before the end of 6 months/ 30 days from the date of purchase/ allotment. Please grant me waiver with respect to the holding of Debentures for minimum period of 6 months/ 30 days.

Reason for waiver:

Thanking you,

Signature

Name:-

Designation & Department:

Date: