

# SOLEX ENERGY LIMITED

## Policy on Insider Trading

*(Reviewed & Revised by the Board of Directors in its Meeting  
dated August 7, 2025)*

## Preamble

The Securities and Exchange Board of India (SEBI), as part of its efforts to protect the interest of investors in general, had issued the SEBI (Insider Trading) Regulations, 2015, under the powers conferred on it by the SEBI Act, 1992. Applicable to all listed companies, these Regulations came into force with effect from May 15, 2015. "Solex Energy Limited's Code of Internal Procedure and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders" (hereinafter referred as the Code of Conduct or the Code) is framed in line with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended vide SEBI (Prohibition of Insider Trading) Regulations, 2018.

This Code is applicable to the Designated Persons as may be specified by the Board of Directors and their Immediate Relatives. This Code will be effective from April 1, 2019

## I. TITLE

1. This Code is called Solex Energy Limited (Insider Trading) Code, 2015.
2. This Code is applicable to
  - Promoters
  - Directors
  - KMPs (Key Managerial Persons as defined under the Companies Act, 2013)
  - Connected Persons
  - Designated Persons and their Immediate Relatives
3. This Code shall come into force on and from 15th May, 2015 and amendments from time to time.

## II. DEFINITIONS

In these Codes, unless the context otherwise provides:

1. "Act" means the Securities and Exchange Board of India Act, 1992;
2. "Board" means the Securities and Exchange Board of India;
3. "Code" means the Code of Conduct for Prevention of Insider Trading;
4. "Code of Conduct" shall mean this Code for Regulating, Monitoring and Reporting of trades for compliance with Securities and Exchange Board India (Prohibition of Insider Trading) Regulations, 2015 (SEBI PIT Regulations) as amended from time to time.
5. "Company" means Solex Energy Limited.
6. "Compliance Officer" means the Company Secretary of the Company shall act as the Compliance Officer of the Company for the purpose of these Regulations and shall manage the compliance with the provisions as contained herein. The Compliance officer under the overall supervision of the Board of Directors shall report to Mr. Chetan Sureshchandra Shah, Managing Director of the Company.
7. "Insider" means any person who is:
  - a. a connected person; or
  - b. in possession of or having access to unpublished price sensitive information.

**8. “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.

(i) 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;

**9. “Designated Persons” shall mean and include:**

- a. All the Directors, Chief Financial Officer, Chief Executive Officer if any, Managing Director and Company Secretary and Promoters of the Company.
- b. Vice Presidents, General Managers and above who are functional heads and State heads
- c. All the Accounts and Finance Personnel and All the Legal and Secretarial Department of the Company at Head Office as well as the Finance/Commercial Heads of all the Units/ Branches.

- d. IT Staff
- e. all employees who have access to unpublished price sensitive information
- f. Any other employees and their dependents, as may be identified by the Board of Directors from time to time who are privy to any price sensitive information.
- 10.** "Director" means a member of the Board of Directors of the Company.
- 11.** "Employee" means every employee of the Company including the Directors in the employment of the Company.
- 12.** "Generally available Information" means information that is accessible to the public on a non-discretionary basis.
- 13.** "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.
- 14.** "Key Managerial Person (KMP)" means the person as defined in Section 2(51) of the Companies Act, 2013 including any amendment or modification thereto.
- 15.** "Need to know" means the Price Sensitive Information that shall 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 appearance of misuse of the information.
- 16.** "Officer of the Company" means any person as defined in of Section 2 (59) of the Companies Act, 2013 and includes the auditor of the Company.
- 17.** "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.
- 18.** "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.
- 19.** "SEBI" means Securities and Exchange Board of India constituted under Securities and Exchange Board of India Act, 1992.
- 20.** "SEBI PIT Regulations" means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time including any statutory modification thereof.
- 21.** "Specified" means specified by the Board in writing;
- 22.** "Stock Exchange" means Bombay Stock Exchange (BSE Limited)
- 23.** "Takeover regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- 24.** "Trading" means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- 25.** "Trading Day" means a day on which the recognized stock exchanges are open for trading;
- 26.** "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

- (v) changes in key managerial personnel
- (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.

**27. “Unpublished Information”** means any information, which is not officially published by the Company or its agent and is not specific in nature. However speculative reports in print or electronic media by an analyst or reporter or by means of rumour shall not be considered as published information.

**I. COMMUNICATION OR PROCUREMENT OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

- a. No insider shall communicate, provide, or allow access to any unpublished price sensitive information in connection with a transaction that would relating to the listed 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.
- b. No insider shall counsel any other person to deal in shares of the listed Company on the basis of unpublished price sensitive information.
- c. All information shall be handled within the organization on a need-to-know basis.



- d. Files containing confidential information shall be kept secure and computer files must have adequate digital security
- e. 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 company is of informed opinion that the sharing of such information is in the best interests of the company;

- (ii) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of informed opinion that the 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.

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. However, the Board 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 of above para and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

- f. The board of directors 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 this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.”

## II. TRADING WINDOW

All connected persons and All Designated Persons including their relatives shall deal in securities of the Company only when trading window is open. It is the duty of the designated persons to inform the immediate relatives of the closure of trading window and ensure that they do not deal in the securities of the Company.

The trading window will remain closed during the following periods:

- a. From the period mentioned in Stock exchange intimation for the Board Meetings in which the results of respective quarter/ half year/ year as the case may be or any matter which has

a bearing on the price of security such as:

- a.1 recommendation of dividend / interim dividend /
- a.2 issue of securities by way of bonus shares / right shares/ further issue of shares/
- a.3 amalgamation / merger / takeovers / buy back,
- a.4 any major expansion plan, or execution of new projects,
- a.5. Disposal of whole or substantially the whole of the undertaking, etc.
- a.6. Any major change in policies, plans or operation of the Company is announced to stock exchanges and 48 hours thereafter and the time for commencement of closing of trading window shall be notified from time to time.
- b. "Trading window shall be closed from the end of every quarter or at the end of each half year, as may be applicable, till 48 hours after the declaration of financial results.
- c. In addition to the above, the Compliance Officer may in consultation with the Managing Director or Whole Time Director, declare the Trading Window closed, on an "as-needed" basis for any reason.

The Compliance officer or any other employee from the Secretarial department of the Company will notify the designated persons about closure and opening of trading window and also inform the stock exchanges.

### III. PRE-CLEARANCE OF TRADES

All designated persons, who intend to deal in the securities of the Company directly or indirectly or through their immediate relatives when the trading window is opened should take pre- clearances of the transaction from the Compliance Officer if the value of proposed trades is Rs. 10,00,000 (Rupees Ten lakhs) or more.

- i. An application complete in all respects should be made in the prescribed Form in Annexure I.
- ii. An undertaking as per **Annexure II** shall be executed in favour of the Company by the designated person.
- iii. The Compliance officer after satisfying himself that the application and undertaking are in order and the proposed trade will not breach the SEBI PIT Regulations or this Code of Conduct shall pre-clear the trades within two (2) working days from receipt of application and undertaking complete in all respects in **Annexure III**.
- iv. The designated persons shall execute their trade in respect of securities of the Company within Seven (7) trading days after the pre-clearance approval is given.
- v. If the trade is not executed within the aforesaid Seven (7) days trading days, the designated person must obtain fresh pre-clearance by following the aforesaid procedure i.e., (i) to (iii) as stated above.
- vi. The designated persons must report to the Compliance Officer the details of the trade executed within two (2) working days of the execution of the trade. In case the transaction is not undertaken, a Nil report must be submitted to the Compliance officer within two (2) working days from the expiry of the aforesaid seven (7) trading days in **Annexure IV**.

- vii. The designated person shall not execute contra trade for any number of securities [even when the value of securities to be dealt is less than Rs.10,00,000 (Rupees Ten lakhs)] for a period of six (6) months from the execution of the trade as per (iv) & (v) above.

**Contra trade means:** In case the designated person pre-clears for buying shares of the company, he cannot enter into a sale of securities of the company for a period of six (6) months from the date of execution of buy order and vice-versa.

- viii. The Compliance Officer may waive at his discretion the (Contra Trade) sale/buy of securities necessitated due to personal emergency before the six months period mentioned above. The Compliance Officer may take necessary undertakings and declarations and seek appropriate information in writing as he/she deems necessary from the designated person before granting the relaxation.

In case of other circumstances, the Compliance Officer in consultation with Managing Director or Whole Time Director on a case-to-case basis may grant relaxation from the strict application of the holding period of six (6) months. The Compliance Officer may take necessary undertakings and declarations and seek appropriate information in writing as he deems necessary from the designated person before granting the relaxation.

- ix. The waiver from the strict application under clause viii will have to be in writing giving reasons thereof.
- x. Notwithstanding anything above, if a contra trade is executed inadvertently or otherwise in violation of this code, the profits there from must be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI.
- xi. Provided that this shall not be applicable for trades pursuant to exercise of stock options.
- xii. Notwithstanding anything above, in contravention of this code, Managing Director or Whole Time Director may stipulate the disciplinary actions including wage freeze, recovery, claw back, suspension etc.

#### IV. DISCLOSURE FROM DESIGNATED PERSON:

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) 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.



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 of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.”

Listed entities shall have a process for **how and when** people are brought ‘**inside**’ on sensitive transactions. Individuals should be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the **liability** that attaches to misuse or unwarranted use of such information.”

#### V. CODE OF CONDUCT FOR DESIGNATED PERSON

1. The compliance officer shall report to the board of directors or head(s) of the organisation (or committee constituted in this regard) and in particular, shall provide reports to the Chairman of the Audit Committee or other analogous body, if any, or to the Chairman of the board of directors or head(s) of the organisation at such frequency as may be stipulated by the board of directors or head(s) of the organization but not less than once in a year.
2. All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
3. The code of conduct shall contain norms for appropriate Chinese wall procedures, and processes for permitting any designated person to “cross the wall”.
4. Designated persons and immediate relatives of designated persons in the organisation shall be governed by an internal code of conduct governing dealing in securities.
5. Designated persons may execute trades subject to compliance with these regulations. Trading by designated persons shall be subject to pre- clearance by the compliance officer(s), if the value of the proposed trades is above such thresholds as the board of directors or head(s) of the organisation may stipulate.
6. The compliance officer shall confidentially maintain a list of such securities as a “restricted list” which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.
7. Prior to approving any trades, the compliance officer shall seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

8. The code of conduct shall specify any reasonable timeframe, which in any event shall not be more than seven trading days, within which trades that have been pre-cleared have to be executed by the designated person, failing which fresh pre-clearance would be needed for the trades to be executed.
9. The code of conduct shall specify the period, which in any event shall not be less than six months, within which a designated person who is a connected person of the listed company and is permitted to trade in the securities of such listed company, shall not execute a contra trade. The compliance officer may be 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. Provided that this shall not be applicable for trades pursuant to exercise of stock options.
10. The code of conduct shall stipulate such formats as the board of directors or head(s) of the organisation (or committee constituted in this regard) deems necessary for making applications for pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance, and for reporting level of holdings in securities at such intervals as may be determined as being necessary to monitor compliance with these regulations.
11. Without prejudice to the power of the Board under the Act, the code of conduct shall stipulate the sanctions and disciplinary actions, including wage freeze, suspension, recovery, clawback etc., that may be imposed, by the intermediary or fiduciary required to formulate a code of conduct under sub-regulation (1) and sub-regulation (2) of regulation 9, for the contravention of the code of conduct.
12. The code of conduct shall specify that in case it is observed by the intermediary or fiduciary required to formulate a code of conduct under sub-regulation (1) or sub-regulation (2) of regulation 9, respectively, that there has been a violation of these regulations, such intermediary or fiduciary shall inform the Board promptly.
13. All designated persons shall be required to disclose name and Permanent Account Number or any other identifier authorized by law of the following to the intermediary or fiduciary 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, names of educational institutions from which designated persons have studied and names of their past employers shall also be disclosed on a one-time basis.

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 transactions.

14. Intermediaries and fiduciaries shall have a **process for how and when** people are brought ‘inside’ on sensitive transactions. Individuals should be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the **liability** that attaches to misuse or unwarranted use of such information.”

#### VI. DISCLOSURES UNDER SEBI PIT REGULATIONS AND CODE

1. Every promoter, designated person of the company whose securities are listed on any recognised stock exchange shall disclose his holding of securities of the company as on the date of these regulations taking effect, to the company within thirty days of these regulations taking effect. Such disclosures shall be as per **Form No. “A”** attached herewith
2. Every person on appointment as a KMP or a Director of the Company or upon becoming a Promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter to the Listed Company within seven (7) days of such appointment or becoming a Promoter. Such disclosures shall be as per **Form B** attached herewith.
3. If the value of the securities traded, whether in one transaction or series of transaction over any calendar quarter, aggregates to a traded value in excess of Rs. 10,00,000 (Rupees ten lakhs), designated persons shall disclose to the Company the number of such securities acquired or disposed of within two (2) trading days of such transaction in the form prescribed by SEBI. It is clarified that any incremental transactions after any disclosure under this clause shall be made when the transactions effected after the prior disclosure cross the threshold specified herein. The Company shall notify the particulars of such trading to the stock exchanges within two (2) days of receipt of the disclosure or from becoming aware of such information. Such disclosures shall be as per **Form No. “C”** attached herewith.
4. The Company may, in its discretion, require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in **Form No. “D”** and at such frequency as may be determined by the company in order to monitor compliance with these regulations
5. All Designated persons/Connected persons shall furnish in the **Form No. “E”** to the Compliance Officer details of their holding of securities and transactions in the securities of the Company

on annual basis.

6. Every Promoter, Key Managerial Personnel, Director and Designated Person and insider of the Company and the Persons deemed to be connected persons as per this Code 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 ) in the **Form No."F"** at least six months prior to the start of the trading to the Compliance Officer of the Company for the prior approval.
7. Each Designated person and connected person shall ensure that their respective wealth managers, portfolio managers or similar persons do not trade in the securities of the Company on behalf of any designated person or connected person, unless such designated person or connected person is permitted to trade in the securities of the Company in accordance with this Code.

#### VII. REPORTING BY COMPLIANCE OFFICER

1. The Compliance Officer shall furnish report to the Board of Directors of the Company and in particular, shall provide to the Chairman of Audit Committee, if any, or to the Chairman of the Board of Directors half yearly basis, the following details:
  - a. Pre-clearance sanctioned or rejected;
  - b. Details of transactions done pursuant to pre-clearance including those cases where no transaction has been executed after securing pre-clearance along with the reasons;
  - c. Details of relaxation, if any from the strict requirements under this Code;
  - d. Disciplinary actions, if any taken by Managing Director/Whole-time Director pursuant to this Code;
  - e. Disclosures under the SEBI (PIT) Regulations, if any;
  - f. Trading plans, if any presented for approval;
  - g. Other relevant information
2. The Compliance Officer shall place the aforesaid details at the first meeting of the Board of Directors of the Company held after the closing of financial year.

#### VIII. CONFIDENTIAL INFORMATION (CHINESE WALL)

1. To prevent the misuse of price sensitive information, the Company shall separate those areas of the Company which routinely have access to confidential information, considered as **"insider areas"** from those who do not have such access, considered as **"public areas"**. Chinese wall is designed to operate as barriers to the passing of Inside Information (Unpublished Price Sensitive Information) to the Public Area;
2. The employees/ designated persons working within an insider area shall not communicate any price sensitive information to any one in public area. In exceptional circumstances employees/ designated persons from the public areas may be allow to "cross the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the Compliance Officer.



3. Directors shall maintain strict confidentiality of business information and all unpublished price sensitive information of the Company.
4. The business information and all unpublished price sensitive information should not be communicated to any person except in the course of performance of duties or discharge of legal obligations.
5. All employees must consult the Compliance Officer and Management before communicating with the media or public.

#### IX. TRADING PLAN:

1. Every Promoter, Key Managerial Personnel, Director and Designated Person and insider of the Company and the Persons deemed to be connected persons as per this Code 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 ) in the Form No."F" at least six months prior to the start of the trading to the Compliance Officer of the Company for the prior approval.
2. Such trading plan shall:-
  - i. Not entail commencement of trading earlier than six (6) months from the public disclosure of the plan;
  - ii. Not entail trading for the period between the Twentieth (20) 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 (12) 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 affected 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 affected; and
  - vi. Not entail trading in securities for market abuse.
3. The Compliance Officer upon receipt of trading plan will review the trading plan to assess whether the plan would have any potential for violation of these regulations. The Compliance Officer will be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

"Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan."



4. The Compliance officer will endeavour to approve the trading plan within seven (7) working days of receipt of the trading plan together with necessary undertakings and declarations.
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.
6. The implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the designated person / 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 so as to avoid a violation of the SEBI PIT Regulations.
7. Upon approval of the trading plan, the Compliance Officer will notify the plan to the stock exchanges on which the securities are listed.

#### **X. POWERS OF BOARD TO INVESTIGATE OFFENCES**

In relation to any offences by Designated Persons the Board or committee constituted shall:-

- a. Serve a notice on the Designated Persons provided that, if the Committee is of the opinion that it is necessary in the interest of the Company, it can initiate such proceedings without serving any notice.
- b. Investigate such records and documents in his / her possession or in the possession of the Company.
- c. Record reasons of the Designated Person in writing.

#### **XI. PENALTY FOR CONTRAVENTION**

The Company shall have the power to impose the following penalty on the Designated Persons, Officers and Insider :-

- i. Withhold any dividend declared by the Board of the Company.
- ii. Insiders/Designated Person /Officers of the Company who violate the code of conduct shall also be subject to disciplinary action by the company which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.
- iii. The Company shall also take such steps within its power to recover any profits made in respect of such dealings from the designated person(s).

- iv. The action by the company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading), Regulations, 2015.
- v. In case it is observed by the company / compliance officer that there has been a violation of SEBI (Prohibition of Insider Trading), Regulations, 2015, SEBI shall be informed by the Company.

## **XII. POWER OF THE BOARD TO EFFECT MODIFICATIONS TO THESE RULES**

The Board shall have the powers to make such changes / modifications in these Rules as may be required from time to time to make these Rules more effective and in line with such notifications / changes / amendments made by SEBI.

## **XIII. CAUTIONARY STATEMENT**

The Code is the internal policy of the Company to prevent Designated Persons and Connected Persons who are considered by the Company to be insiders of the Company for the purposes of the Regulations, for prevention of insider trading. It is however the responsibility of each Designated Person and Connected Person to ensure compliance with the provisions of the Regulations and other related laws. The Company shall not be responsible or liable for any violation or contravention by any Designated Person or Connected Person, of the Regulations or other related laws.

**THIS CODE IS ONLY FOR INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. IT WILL BE THE RESPONSIBILITY OF EACH EMPLOYEE TO ENSURE COMPLIANCE OF SEBI GUIDELINES AND OTHER RELATED STATUTES.**