

**AVENUE SUPERMARTS LIMITED**

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

## 1. Definitions

- 1.1 **“Act”** means the Securities and Exchange Board of India Act, 1992;
- 1.2 **“Board”** means the Board of Directors of the Company;
- 1.3 **“Code” or “Code of Conduct”** shall mean the Code of Internal Procedures and Code of Conduct for Regulating, Monitoring and Reporting of trading by Insiders of Avenue Supermarts Limited as amended from time to time;
- 1.4 **“Company”** means Avenue Supermarts Limited;
- 1.5 **“Compliance Officer”** means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Chairman of Audit Committee of and the Board 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the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;
- 1.6 **“Connected Person”** means:
  - (i) any person who is or has, during the six months prior to the date of of this code become effective, been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access;
  - (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:
    - (a) an immediate relative of connected persons specified in clause (i); 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 the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest; and
- (k) Credit Rating Agencies, Analysts from investors companies or communities or independent analysts, card service providers, IT consulting and service providing companies having access to systems and external auditors firms, etc.

1.7 **Designated Person(s)** shall include :

- (i) Promoters, Directors and Key Managerial Personnel of the Company;
- (ii) Every employee in the Grade of G1 level and above;
- (iii) All employees of the Finance & Accounts, IT Department, Internal Audit and Secretarial Division working at Corporate office of the Company;
- (iv) All Personal Secretaries/Executive Assistants of the Director(s) and Promoters, to the extent they are employees of the Company;
- (v) Any other employee as may be determined and informed by the Compliance Officer from time to time.

1.8 **“Director”** means a member of the Board of Directors of the Company;

1.9 **“Employee”** means every employee of the Company including the Directors and Key Managerial Personnel in the employment of the Company and its subsidiary companies;

- 1.10 "**Generally available Information**" means information that is accessible to the public on a non-discriminatory basis;
- 1.11 "**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;
- 1.12 "**Insider**" means any person who,  
(i) a connected person; or  
(ii) in possession of or having access to unpublished price sensitive information
- 1.13 "**Key Managerial Personnel**" shall have the same meaning as defined under Section 2(51) of the Companies Act, 2013;
- 1.14 "**Promoter**" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time;
- 1.15 "**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;
- 1.16 "**SEBI**" means the Securities and Exchange Board of India;
- 1.17 "**Trading**" means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in any securities;
- 1.18 "**Takeover Regulations**" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, as amended from time to time;
- 1.19 "**Trading Day**" means a day on which the recognized stock exchanges are open for trading;
- 1.20 "**Unpublished Price Sensitive Information**" means any information relating to the securities of the Company, 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) such other material events in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

1.21 **“Insider Trading Regulations”** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto

Words and expressions used and not defined in this Code but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996), the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder and the Insider Trading Regulations shall have the meanings respectively assigned to them in those legislations.

## **2. Compliance Officer**

- 2.1 The Compliance Officer 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 Code.
- 2.2 The Compliance Officer shall report to the Board 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 at such frequency as may be stipulated by the Board.
- 2.3 The Compliance Officer shall assist all employees in addressing any clarifications regarding the Insider Trading Regulations and the Code.

## **3. Preservation of “Price Sensitive Information”**

- 3.1 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 or merger or acquisitions, where the Board is of informed opinion that the proposed transaction is in the best interest of the Company; or
- not attracting the obligation to make an open offer under the Takeover Regulations but where the Board 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.

### 3.2 Need to Know:

- (i) “need to know” basis means that Unpublished Price Sensitive Information 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 appearance of misuse of the information.
- (ii) All non-public information directly received by any employee should immediately be reported to the head of the department.
- (iii) The Company shall have appropriate Chinese Walls procedures, and processes for permitting any designated person to “Cross the wall”.

### 3.3 Limited access to confidential information

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

## 4. Prevention of misuse of “Unpublished Price Sensitive Information”

Employees and Connected Persons designated on the basis of their functional role in the Company shall also be governed by this Code.

### 4.1 Trading Plan

An Insider shall be entitled to formulate a trading plan for Trading in securities of the Company 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.

**4.2 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 Company and the second trading day after the disclosure of such financial results;
- (iv) entail trading for a period of not less than twelve months;
- (v) not entail overlap of any period for which another trading plan is already in existence;
- (vi) 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
- (vii) not entail trading in securities for market abuse.

4.3 The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Insider Trading Regulations.

4.4 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.

## 5 Trading Window:

- 5.1 Trading window means the period when trading in the Company's securities is permitted. The trading window shall remain closed during the period commencing from 15 days prior to the last day of each quarter and ending 2 trading days after the announcement of Financials Results for the respective quarter, as the case may be or such period as may be determined and notified by the Compliance Officer. Designated Persons and their immediate relatives shall not trade in Securities of the Company when the trading window is closed.
- 5.2 The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when 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.
- 5.3 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.
- 5.4 The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.
- 5.5 The Compliance Officer shall confidentially maintain a list of securities of the Company as a "restricted list" which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.

## 6 Pre-clearance of trades

- 6.1 All Designated Persons and their dependents, who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trades, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of **Rs. 10,00,000/- (Rupees Ten lakh only)**, 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. The pre-Trading procedure shall be hereunder:



- (i) An application may be made in the prescribed Form (**Annexure 1**) to the Compliance officer indicating the estimated number of securities of the Company that the Designated Person intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.
- (ii) An undertaking (**Annexure 2**) shall be executed in favour of the Company by such Designated Person incorporating, *inter alia*, the following clauses, as may be applicable:
  - (a) That the said person does not have any access or has not received “Unpublished Price Sensitive Information” up to the time of signing the undertaking.
  - (b) That in case the Designated Person has access to or receives “Unpublished Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from Trading in the securities of the Company till the time such information becomes public.
  - (c) That he/she has not contravened the Code as notified by the Company from time to time.
  - (d) That he/she has made a full and true disclosure in the matter.
- (iii) The Compliance Officer shall have the authority to determine whether such undertaking/declaration is capable of being rendered inaccurate and can accordingly take necessary steps.
- (iv) All Designated Persons and immediate relatives, as applicable, shall execute their order in respect of securities of the Company within **one week after the approval of pre-clearance is given**. The Designated Person shall file within **2 (two) days** of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. (**Form C**).
- (v) If the order is not executed within **seven trading days** after the approval is given, the Designated Person must pre-clear the transaction again.
- (vi) All Designated Persons who buy or sell any number of Securities of the Company shall not enter into an opposite transaction/contra trade i.e. sell or buy any number of Securities 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 any 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 SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

- (vii) The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the trading window is closed.

## **7 Other Restrictions**

- 7.1 The disclosures to be made by any person under this Code shall also include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- 7.2 The disclosures of trading in securities of the Company shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.
- 7.3 The disclosures made under this Code shall be maintained for a period of five years.

## **8 Reporting Requirements for transactions in securities**

### **Initial Disclosure**

- 8.1 Every promoter/ Key Managerial Personnel / Director of the Company, within thirty days of listing of securities of the Company, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed Form ( **Form A**).
- 8.2 Every person on appointment as a key managerial personnel 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 Company within seven days of such appointment or becoming a promoter. (**Form B**)

## **Continual Disclosure**

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

The disclosure shall be made within **2 trading days** of:

- (a) the receipt of intimation of allotment of shares, or
- (b) the acquisition or sale of shares or voting rights, as the case may be.

- 8.4 All Designated Persons including KMPs and Directors of the Company shall at the time of joining the Company disclose their holding as on that date in prescribed form. Further, Designated Persons shall disclose their holding within fifteen days from the end of the financial year in prescribed form. In such case NIL reporting shall also be mandatory. **(Annexure 4)**

### ***9. Disclosure by the Company to the Stock Exchange(s)***

- 9.1 Within 2 trading days of the receipt of intimation under Clause 8.3 or becoming aware of the information specified in Clause 8.3, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.
- 9.2 The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated persons for a minimum period of five years.

### **10. Dissemination of Price Sensitive Information**

No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.

### **11. Penalty for contravention of the code of conduct**

- 11.1 Every Insider shall be individually responsible for complying with the provisions of the Insider Trading Regulations and the Code to the extent applicable.
- 11.2 Any violation under this Code shall attract serious disciplinary action by the Company.

- 11.3 Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, termination, ineligibility for future participation in employee stock option plans, etc.
- 11.4 The action by the Company shall not preclude SEBI from taking any action in case of violation-of Insider Trading Regulations.

**ANNEXURE 1**

**SPECIMEN OF APPLICATION FOR PRE-TRADING APPROVAL**

Date:

To,  
The Compliance Officer,  
.....,  
Mumbai

Dear Sir/Madam,

**Application for Pre-dealing approval in securities of the Company**

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sale / subscription of \_\_\_\_\_ equity shares of the Company as per details given below:

1.	Name of the applicant		
2.	Designation		
3.	Number of securities held as on date		
4.	Folio No. / DP ID / Client ID No.)		
5.	The proposal is for		(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
6.	Proposed date of dealing in securities		
7.	Estimated number of securities proposed to be acquired/subscribed/sold		
8.	Price at which the transaction is proposed		
9.	Current market price (as on date of application)		
10.	Whether the proposed transaction will be through stock exchange or off-market deal		
11.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited		

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

\_\_\_\_\_  
(Signature of Employee)

ANNEXURE 2

FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE  
APPLICATION FOR PRE-CLEARANCE

UNDERTAKING

To,

.....,

Mumbai

I, \_\_\_\_\_ of the Company  
residing at \_\_\_\_\_, am desirous of dealing  
in \_\_\_\_\_ \* shares of the Company as mentioned in my application dated  
\_\_\_\_\_ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within four days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

Date :

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

\* Indicate number of shares

ANNEXURE 3

FORMAT FOR PRE- CLEARANCE ORDER

To,  
Name : \_\_\_\_\_  
Designation : \_\_\_\_\_  
Place : \_\_\_\_\_

This is to inform you that your request for dealing in \_\_\_\_\_ (nos) shares of the Company as mentioned in your application dated \_\_\_\_\_ is approved. Please note that the said transaction must be completed on or before \_\_\_\_\_ (date) that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,  
for .....

COMPLIANCE OFFICER

Date : \_\_\_\_\_

Encl: Format for submission of details of transaction

## ANNEXURE 4

### FORMAT FOR DISCLOSURE OF TRANSACTIONS

(As on the date of Joining the Organization and within 15 days from the end of the financial year )

To,  
The Compliance Officer,  
**Avenue Supermarts Limited**  
Mumbai

I hereby inform that I my spouse/my dependent child(ren)/dependent parent(s) (singly/jointly) as on the date of joining the Company or during the Financial Year \_\_\_\_\_

- have not bought /sold/ subscribed any securities of the Company
- have bought/sold/subscribed to \_\_\_\_\_ securities as mentioned below on

Name of holder	Type and No. of securities dealt with	Date of transaction	Bought/sold/ subscribed	DP ID/ Client ID/ Folio No	Price (Rs.)	Total Holdings	
						Before transaction	After transaction

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date : \_\_\_\_\_

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

Name :

Designation:



**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 /Director/ 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		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts* lot size)	Notional value in Rupee terms	Number of units (contract* lot size)	Notional Value in Rupee terms
1	2	3	4	5	6	7	8	9

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

Signature:

Designatio:

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 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 /Director/ immediate relatives/ others etc)	Date of appointment of Director/ KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/ appointment of Director/ KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/ appointment of Director/ KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/ appointment of Director/ KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contract* lot size)	Notional Value in Rupee terms
1	2	3	4	5	6	7	8	9	10

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

Signature:

Designation:

Date:

Place:

## FORM C

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

Name of the Company:

ISIN of the Company:

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

Name, PAN No., CIN/ DIN, & address of Promoter/ Employee/ Director with contract 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 contracts, Futures or Options etc)				Exchange on which the trade was executed	
		Type of security	No.	Type of security	No.	Pre transaction	Post transaction	From	To			Buy		Sell			
												Value	No. of units (contracts * lot size)	Value	No. of units (contracts * lot size)		
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	

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

Signature:

Designation:

Date:

Place:

**Form D**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, Regulation 7(3) – Transactions by Other connected persons as identified by the company**

Name, PAN No., CIN/DIN & address of connected persons, as identified by the company with contact nos.	Connection with company)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/acquisition of shares/sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public rights/preferential offer / off market/ Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security	No.	Type of security	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

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

Name:

Signature:

Date:

Place:

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

**Introduction:** This Code is being framed with an aim to ensure timely and adequate disclosure of Unpublished Price Sensitive Information (herein after referred to as 'UPSI') and the manner in which it shall be unvaryingly disseminated to the Investors on immediate and regular basis.

For the purpose of prompt dissemination of the Information, the Company Secretary shall be the Chief Investor Relations Officer (CIRO).

CIRO shall deal with dissemination and disclosure of the Information. In addition to the CIRO, the Managing Director and Chief Financial Officer ("Designated authority") shall be the only other persons in the Company authorised to disseminate the Information and respond to the queries of stock exchanges, investors, news reports or request for verification of market rumors by regulatory authorities. No other person apart from the above shall disseminate such Information or respond to any queries of the media or investors, even if request for Information is made in an informal or casual manner.

CIRO shall oversee and coordinate timely disclosure of UPSI to stock exchanges on which the Company is listed. Any disclosure or dissemination of UPSI shall require prior approval of CIRO.

CIRO shall ensure that:

- a) Disclosure to stock exchanges are made promptly;
- b) Key Corporate Announcements are disclosed on the website of the Company;

In case any information is disclosed or disseminated without appropriate approvals, due to accidental omission, the concerned Employee/Director of the Company shall forthwith inform CIRO about such disclosure, irrespective of the fact whether such information was Price Sensitive Information or not.

In case if UPSI gets disclosed selectively inadvertently, CIRO shall ensure prompt dissemination of such UPSI to make it available for the Shareholders and public at large.

All the queries or requests for verification of market rumors by Regulatory Authorities shall be directed to CIRO. On receipt of such request(s), CIRO shall promptly consult the Chief Executive Officer/Chief Financial Officer/ Board of Directors and respond to the Regulatory Authority in an appropriate manner without any delay. In case the Chief

Executive Officer/Chief Financial Officer/ Board of Directors deem it fit, CIRO shall make a public announcement for verifying or denying such rumors.

In order to ensure that the Company comply with this Code in letter and spirit, Guidelines prescribed in '**Annexure-A**' shall be followed.

The Board of Directors, may, if thought necessary, amend this Code from time to time.

## ANNEXURE-A

### Disclosure/dissemination of Information

- A. It shall be ensured that only public information is made available to the analyst/research personnel/large investors like institutions. CIRO shall ensure that before providing any UPSI to the analyst, the same is disseminated in a uniform manner.
- B. **Transactions:** In case of Transactions, CIRO shall ensure that the other party executes a written Confidentiality and Non-disclosure Agreement, before any UPSI is disclosed to it. Such agreement should contain provisions which makes it mandatory for the other party to, inter alia, keep the disclosed UPSI as confidential until it is generally made available by the company and restrict its employees/representatives from trading in securities of the company, when in possession of UPSI.
- C. **Recording of discussion-** Transcripts or recordings of proceedings of meetings with Analysts and other investor relations conferences shall be shall be uploaded /published on the web-site of the Company.
- D. **Handling of unanticipated questions** – The Authorised Officers shall be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions shall be noted by the Authorised Officers and be responded later after consultation with CEO/Chief Financial Officer/BOD. If the answer includes UPSI, a public announcement should be made before responding to the same.

### Need to know

CIRO shall overview to ensure that the confidentiality of all UPSI is strictly handled on a "Need to Know" basis. This means that the UPSI shall be disclosed only to those persons within the Company who need to know the same in the course of performance or discharge of their duties /obligations and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

All non-public information pertaining to the Company directly received by any Promoters, Directors, Employees, Authorised Persons and Connected Persons shall be immediately reported to the CIRO.

## **Preservation of UPSI**

The persons who are privy to UPSI shall comply with this confidentiality obligation and shall not:

- i. Pass on UPSI to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company;
- ii. Disclose UPSI to their family members, friends, business associates or any other individual;
- iii. Discuss UPSI in public places;
- iv. Disclose UPSI to any Employee who does not need to know the information for discharging his or her duties;
- v. Be seen or perceived to be dealing in securities of the Company on the basis of UPSI.

Further, such persons shall, in preserving the confidentiality of UPSI and to prevent its wrongful dissemination, adopt amongst other, the following safeguards:

- i. Files containing confidential information and UPSI shall be kept adequately secured.
- ii. Computer files must have adequate security of login through a password.
- iii. Follow the guidelines for maintenance of electronic records and systems as may be prescribed by CIRO from time to time in consultation with the person in charge of the information technology function.