CODE OF CONDUCT TO REGULATE, MONITOR & REPORT TRADING BY DESIGNATED PERSONS

(Framed under Regulation 9(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015)

1. INTRODUCTION

This code has been prepared pursuant to the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time and shall be known as "Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons" (hereinafter referred to as "Code").

2. POLICY AND OBLIGATION

The Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

All Designated persons and their immediate relatives shall be governed by this code.

3. DEFINITIONS

3.1 "Act" means the Securities and Exchange Board of India Act, 1992 or any modification thereto;

3.2 "Applicable Law" means the SEBI (Prohibition of Insider Trading) Regulations, 2015, or any other statute, law, Listing Regulations (defined herein below), ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, policy, requirement, notifications and clarifications, circulars or other governmental instruction and/or mandatory standards and or guidance notes, as may be applicable in the matter of Trading by an Insider.

3.3 "Board" means the "Securities and Exchange Board of India".

3.4 "Board of directors" means the director of the Haldia Petrochemicals Limited.

3.5 "Company" means Haldia Petrochemicals Limited.

3.6 "Connected Persons" means

i. Any person who is or has during the six months prior to the connected 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 any employee of the Company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

ii. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established-

a. an immediate relative of connected persons specified in clause (i) above; or
b. a holding company or associate company or subsidiary company; or
c. an intermediary as specified in Section 12 of the Act or an employee or 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 recognized or authorized by the Board; or
i. a banker of the company
j. `a concern, firm, 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 percent of the holding or interest;

3.7 "Designated Person(s)" shall mean persons specified as such by the board of directors of the Company in consultation with the compliance officer and shall include:

a. all directors of the Company;
b. employees of the Company designated on the basis of their functional role in the Company or ability to have access to unpublished price sensitive information.
c. employees of material subsidiaries of the Company, if any, designated by their board of directors, on the basis of their functional role or ability to have access to unpublished price sensitive information.
d. all promoters of the Company.
e. chief executive officer of the Company and employees upto two level below the Whole-time Director or chief executive officer of the Company and its material subsidiaries irrespective of their functional role in the Company or ability to have access to unpublished price sensitive information.
f. All employees of the secretarial department, finance & accounts department and IT department having access to unpublished price sensitive information.

3.8 "Generally available information" means information that is accessible to the public on a non discriminatory basis.

3.9 "Immediate Relative" means a spouse of a person, and includes parent, siblings 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.

3.10 “Insider” means any person who is a connected person or in possession of or having access to unpublished price sensitive information

Further, any person in receipt of unpublished price sensitive information pursuant to a Legitimate Purpose shall be considered as “Insider” for the purpose of these regulations.

3.11 “Key Managerial Personnel” means

- the Chief Executive Officer or the Managing Director or the Manager;
- the Company Secretary;
- the Whole Time Director;
- the Chief Financial Officer;
- such other officer a may be prescribed under the Companies Act, 2013.

3.12 “Legitimate Purpose” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, auditors, collaborators, lenders, customers, suppliers, legal advisors, merchant bankers, insolvency professionals, investor relation advisors/ agencies, credit rating agencies/ advisors, registrar & share transfer agent, depositories, consultants, any other advisers/ consultants/ partners, any other business relationship not specifically covered above, which necessitates sharing of UPSI.

3.13 “Listing Regulations” mean the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time.

3.14 “Promoter” shall have the meaning assigned to it under the SEBI (ICDR) Regulations, 2018 or any modification thereto.

3.15 “Promoter group" shall have the meaning assigned to it under the SEBI (ICDR) Regulations, 2018 or any modification thereto.

3.16 “Regulations” shall mean the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

3.17 “Securities” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund.

3.18 “Takeover Regulations” means the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.

3.19 “Trading” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly.

3.20 “Trading day” means a day on which the recognized stock exchanges are open for trading.

3.21 "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 include but not restricted to, information relating to the following-

- Financial results;
- Dividends;
- Change in capital structure;
- Mergers, demergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- Changes in key managerial personnel;

Words and expressions used and not defined in this code but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meaning respectively assigned to them in that legislation.

4. COMPLIANCE OFFICER

4.1 Unless otherwise designated by the Board of Directors, the Company Secretary shall be the Compliance Officer for the purpose of this code.

4.2 The Compliance Officer shall report to the Board of Directors and in particular, shall provide quarterly reports to the Chairman of the Audit Committee in relation to the mandates of the Regulations and the Code. In the case the Compliance Officer is not available for some reason then the Compliance Officer shall delegate his/her authority to any executive. In the event of the office of the Company Secretary falling vacant till such time a successor is appointed, the Whole-time Director shall, in the interim period act as the Compliance Officer. 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 & CHINESE WALL

5.1 All information shall be handled within the Company on a need to know basis. No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the Company or securities to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

The 'Policy for determination of legitimate purposes' has been framed by the Company and forms part of "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information".

5.2 No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the Company or securities, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

5.3 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 is of informed opinion that the sharing of such information is in the best interest of the Company; or

ii. not attract the obligation to make an open offer under the takeover regulations but where the Board is of informed opinion that sharing of such information is in the best interest 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 may determine to be adequate and fair to cover all relevant and material facts.

iii. For the abovementioned purpose, 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 abovementioned purpose, and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

5.4 To prevent misuse of confidential information the company has adopted a "Chinese Wall" policy which separates those areas of the organization which routinely have access to confidential information, considered "inside areas" from those areas which deal with sale/marketing 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 or any one.

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.

The Chinese wall shall be supported by-

i. Separation of each department;
ii. Limiting access on ERP system;
iii. Keeping confidential information safe and secure under password protections/locks;
iv. Any other possible way as deemed fit by the compliance officer.

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

5.6 People shall be brought 'inside' on sensitive transactions on need to know basis and when situation requires their involvement. In case of confusion of whether a person shall be involved or not approval from the Whole-time Director shall be taken.

5.7 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 UPSI is shared under this regulation along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.

6. RESTRICTION ON TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMTION

Save as provided in this Code and the Regulations, no insider shall trade in securities of the Company when in possession of unpublished price sensitive information.

Provided that the insider may prove their innocence by demonstrating the circumstances including the following: –

(i) the transaction is an off-market inter-se transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of the provisions of the regulations and both parties had made a conscious and informed trade decision.

Provided that such unpublished price sensitive information was not obtained under clause 5.3 of this Code.

Provided further that such off-market trades shall be reported by the insiders to the company within two working days and the Company shall notify the particulars of such trades to the stock exchanges within two trading days from receipt of the disclosure or from becoming aware of such information.

(ii) the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of the provisions of the regulations and both parties had made a conscious and informed trade decision.

Provided that such unpublished price sensitive information was not obtained under clause 5.3 of this Code.

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

(iv) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

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

(a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and

(b) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

(vi) the trades were executed pursuant to a trading plan as approved by the Compliance Officer.

7. TRADING PLAN

7.1 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. The Compliance Officer shall only approve a Trading Plan in accordance with the applicable provisions of the regulations.

7.2 Such trading plan shall-

- not entail commencement of trading on behalf of the insider earlier than six months from public disclosure of the plan.
- 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 and the second trading day after the disclosure of such financial results.
- entail trading for a period of not less than twelve months.
- not entail overlap of any period for which another trading plan is already in existence.
- 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.
- not entail trading in securities for market abuse.

7.3 The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek 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.

7.4 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.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information.

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

8. TRADING WINDOW

Other than the period(s) for which the Trading Window is closed as prescribed hereunder, the same shall remain open for Trading in the securities of the Company.

8.1 The period prior to declaration of price sensitive information is considered sensitive for transaction in the Company's securities. The designated persons along with their immediate relatives shall not deal in the securities of the Company during the closure of trading window. Intimation of closure of trading window shall be given by the Compliance Officer when he determines that the designated persons can reasonably be expected to have possession of unpublished price sensitive information.

8.2 The trading window shall be, inter alia, closed at the time of-

a. Declaration of financial results (quarterly, half-yearly or annual);
b. b. Declaration of dividends (interim/final);
c. c. Issue of securities by way of public/bonus/ rights etc.;
d. d. Any major acquisition/expansion plans or execution of new projects;
e. e. Amalgamation, mergers, takeovers and buy-back;
f. f. Change in Key Managerial Personnel;
g. g. Disposal of whole or substantially the whole of the undertaking.

8.3 The trading window shall be closed as and when the compliance officer deems fit but shall be opened 48 hours after the price sensitive information becomes generally available. However in case of declaration of financial results the trading window shall remain closed from the end of each quarter till the conclusion of 48 hours after the declaration of financial results.

8.4 In case of ESOPs, exercise of option may be allowed in the period when the Trading Window is closed.

8.5 However if the circumstances so warrant, the time for closing the Trading Window may be increased or decreased by the Compliance officer with the approval of the Whole-time Director.

8.6 Ignorance of the closure of the Trading Window or non – receipt of communication of closure of Trading Window shall not justify any trades undertaken by the Designated Persons and/or their immediate relatives during such closure of Trading Window.

9. PRE CLEARANCE OF TRADES

9.1 Any designated person (including their immediate relative) who intend to trade in the securities (single trade) of the Company during the free period (when the trading window is not closed) exceeding Rs. 50 lakhs in value of Non Convertible Debentures per annum (threshold limit) shall require pre-clearance by the Compliance Officer as per the procedure mentioned hereunder.

No designated person shall apply for pre-clearance of any trade if such person is in possession of unpublished price sensitive information even if the trading window is not closed.

9.2 An application for pre-clearance of trade shall be made in Form I as specified in SEBI (Prohibition of Insider Trading) Regulations, 2015 to the Compliance Officer along with an undertaking in favour of the Company that the designated person is not in possession of any unpublished price sensitive information, has not contravened the Code and has made full and true disclosure in the matter.

9.3 Pre-Clearance of trades in Non Convertible Debentures of the Company shall not be required by Designated Person for trades upto a value of Rs. 50 Lakhs per annum.

9.4 In case a designated person receives price sensitive information after signing of the undertaking but before the execution of the trade, he shall inform the compliance officer of the change in his position and he shall restrain from dealing in the securities till such information becomes public.

9.5 The Compliance Officer shall approve or reject the pre clearance application within 2 days from the date of acknowledgment. There shall be no obligation to give reasons for rejection of any application.

9.6 The designated persons shall execute their trades within 7 trading days of pre clearance, failing which fresh pre-clearance would be needed for the trades to be executed. However such approval shall automatically deemed to be withdrawn if such period is superseded by closure of trading Window.

9.7 The designated persons shall report the trade executed or reason for not executing a trade after receipt of pre clearance in Form II as specified in SEBI (Prohibition of Insider Trading) Regulations, 2015 within 3 calendar days from the expiry of the approved period.

10. MINIMUM PERIOD OF HOLDING OF SECURITIES

10.1 All Designated Persons and their immediate relatives 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.

The aforesaid restrictions on entering into opposite transaction shall not apply to acquisition of securities in the primary market or pursuant to exercise of options vested under any ESOP Scheme(s) of the Company.

However in the case personal emergency, the Compliance Officer may waive the holding period after recording in writing his or her reason in this regard. An application for the said purpose can be made to the Compliance Officer in FORM III.

10.2 In case of a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India for credit to the Investor Protection and Education Fund administered by Securities and Exchange Board of India under the Act.

10.3 In case of the Compliance Officer himself intends to deal in securities of the Company above the threshold limit, pre clearance from the Whole-time Director has to be obtained and similarly waiver in case of contra trade has to be obtained from the Whole-time Director.

11. DISCLOSURES

11.1 General Provisions

a. The disclosure to be made by any person under this clause shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

b. The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for the purpose of this clause.

c. The Compliance officer shall maintain records of all disclosures /applications for a minimum period of 5 years.

11.2 Initial Disclosure

a. Every promoter, member of promoter group, key managerial personnel and director of the Company shall disclose his holding of securities of the Company as on the date of SEBI (Prohibition of Insider Trading) Regulations, 2015 taking effect, to the Company within thirty days of the above said code taking effect in the form as prescribed by SEBI from time to time.

b. Every person on appointment as a director or a key managerial personnel or upon becoming a promoter, member of promoter group shall disclose his/her 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 in the form as prescribed by SEBI from time to time.

11.3 Continual Disclosure

Every promoter, member of promoter group, designated persons shall disclose to the Company in the form as prescribed by SEBI from time to time, 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 a calendar quarter, aggregates to a traded value in excess of ten lakh rupees.

Explanation: It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-clause, shall be made when the transactions effected after the prior disclosure cross the threshold specified in the above clause.

11.4 Disclosure by other connected persons

The Company may at 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 the form as prescribed by SEBI from time to time at such frequency as may be determined by the Company in order to monitor compliance with this code.

11.5 Annual Disclosure

Designated Persons shall furnish to the Compliance Officer in Form IV an annual statement of their holdings in securities of the Company as on 31st March, within 30 days of the close of each financial year.

11.6 Disclosure by the Company to the Stock Exchanges

Upon receipt of disclosure or becoming aware of information under clause 11.3 the Company shall notify the particulars of such trading to the stock exchanges on which the securities of the Company are listed within two trading days.

11.7 Disclosure by Designated Persons

All Designated Persons shall be required to disclose to the Company, the names and Permanent Account Number or any other Identifier of the following persons on an annual basis and as and when the information changes:

(a) immediate relatives;

(b) Persons with whom the Designated Person shares a material financial relationship;

(c) Phone Mobile/Cell numbers of such persons.

All Designated Person shall within 30 days of the adoption of this code disclose the names of the educational institutions from which they have graduated and names of their past employers.

For the purpose of this clause, "Material financial relationship" shall mean a relationship in which one person is recipient of any kind of payment such as by way of loan or gift during immediately preceding twelve months, equivalent to atleast 25% of Designated Person's annual income but shall exclude relationships in which the payment is based on arm's length transaction.

12. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING

12.1 The Whole-time Director of the Company shall ensure effective implementation of internal controls to ensure compliance with the requirements of these regulations to prevent insider trading.

12.2 Internal control shall include the following:

a. All employees who have access to unpublished price sensitive information shall be identified as designated employee;
b. All the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of these regulations;
c. adequate restrictions shall be placed on communication or procurement of
d. unpublished price sensitive information as required by these regulations;
e. lists of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons for maintaining confidentiality;
f. all other relevant requirements specified under these regulations shall be complied with.
g. periodic process review shall be undertaken to evaluate effectiveness of such internal controls.
h. All insiders to whom unpublished price sensitive information are shared shall 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.

12.3 The Audit Committee of the Company shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

12.4 The Company shall have in place a whistle-blower policy and makes its employees aware of any such changes in the policy to enable them to report instances of leak of unpublished price sensitive information.

12.5 If any inquiry is initiated by the Company in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, then the relevant intermediaries and fiduciaries shall co-operate with the Company in connection with such inquiry conducted by the Company.

13. POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK/ SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Company shall follow the following policy for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information.

a. As soon as the Company becomes aware of leak/ suspected leak of unpublished price sensitive information, it shall initiate an appropriate inquiry and inform SEBI about the same.

b. The Compliance officer shall by an order in writing constitute a committee to be named as the "Internal Enquiry Committee" (IEC) for causing inquiry, and for causing appropriate internal investigation and for recommendation for taking disciplinary action. The IEC shall consist of the CFO, Company Secretary and the head of HR.

c. The Internal Committee shall proceed to make inquiry in accordance with the provisions of the service rules applicable to the respondent and reasonable opportunity shall be provided to the respondent to explain his/her stand in the matter.

d. The inquiry by the Internal Committee shall be completed within a period of ninety days and the report shall be submitted to the Board/ Audit Committee. In special cases, the timeline can be extended with the approval of the Board/ Audit Committee.

e. Where the Internal Committee arrives at the conclusion that the allegation against the respondent has been proved, it shall recommend to the Company to take actions as mentioned in clause 14.

f. The outcome of the inquiry shall be informed to SEBI.

14. PROTECTION AGAINST RETALIATION AND VICTIMIZATION FOR FILING OF VOLUNTARY INFORMATION DISCLOSURE FORM WITH SEBI

Any employee who files a Voluntary Information Disclosure Form with SEBI in accordance with provisions of SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 dated 17.09.2019 shall be provided suitable protection against any discharge, termination, demotion, suspension, threats, harassment and discrimination directly or indirectly by the Company.

15. PENALTY

15.1 Any person who contravenes the code may be penalized and appropriate disciplinary action can be initiated against them by the Company after giving reasonable opportunity to them to explain their stand in the matter. They may also be subject to disciplinary action which may include wage/salary freeze, recovery clawback, suspension, termination, withholding promotion and ineligibility for future participation in ESOPs (Employees Stock Option Plans) etc.

15.2 The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

15.3 The Company shall inform SEBI in case of any violation of the Regulations or the Code.

16. AMENDMENT TO THE CODE

The Board of Directors reserves its right to amend or modify the Code in whole or in part, at any time without assigning any reason whatsoever.

17. CONCLUSION

This code is one of the measures to avoid Insider Trading. It will be the responsibility of each person covered under this code and SEBI (Prohibition of Insider Trading) Regulations, 2015 to familiarize themselves with the provisions of the said regulations and comply with the same. For any assistance or clarifications, kindly contact the Compliance Officer of the Company.

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