



**CODE OF CONDUCT FOR INSIDER TRADING &
FAIR DISCLOSURE**

OF

SAMRAT FORGINGS LIMITED

CODE OF CONDUCT FOR INSIDER TRADING & FAIR DISCLOSURE

In line with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as the “Regulations”), the following is the Code of Conduct for insider trading and fair disclosure (hereinafter referred to as the ‘Code’). This code has been adopted by Board of Directors in their meeting held on 10th February, 2021.

1. DEFINITIONS:

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

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himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (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 Securities and Exchange Board of India Act, 1992 or an employee or director thereof or
 - (d) An investment company, trustee company, asset management company or an employee or director thereof or
 - (e) An official of a stock exchange or of clearing house or corporation or
 - (f) A member of board of trustee of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof or
 - (g) A member of the board of directors or an employee of a public financial institution as defined in section 2(72) of the Companies Act, 2013 or
 - (h) An official or an employee of a self-regulatory organization recognized or authorized by the Board or
 - (i) A banker of the company or
 - (j) A concern, firm, trust, Hindu undivided family, company or association of person wherein a director of a company or his immediate relative or banker of the company, has more than ten percent of the holding or interest.

Designated Person means:

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

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

Generally available information means information that is accessible to the public on a non-discriminatory basis and information which are disclosed to Stock Exchanges or published at the website of the Company.

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. Immediate relatives of a Connected Person will also be deemed to be connected until and unless contrary is being proved.

Insider means any person who is:

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

Promoter shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2015 or any modification thereof.

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

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

Unpublished price sensitive information ("UPSI") means any information, relating to the company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:-

- (i) financial results
- (ii) dividends
- (iii) change in capital structure

- (iv) mergers, de-mergers, acquisition, delisting, disposal and expansion of business and such other transactions
- (v) change in key managerial personnel

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

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

II. DUTIES OF COMPLIANCE OFFICER:

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

1. Implementation of the Code and monitoring adherence to the Code under the overall supervision of the Board.
2. Pre-clearance of trades of designated persons.
3. Maintaining details of the securities held by designated persons, dealing in the securities by designated persons and declarations given under the Code.
4. Provide report to the Chairman of the Audit Committee in respect of persons who had dealt into securities of the company at least once in a year.
5. Review the trading plan received from the insiders to assess whether plan is in conformity with the Regulations and obtain undertakings as may be necessary to enable such assessment and approve and monitor the implementation of the plan.
6. Upon approval of the trading plan notify the plan to the stock exchanges on which the securities are listed.
7. Preserving the disclosures made under these regulations for a minimum period of Five Years mandatorily, in such form as may be specified.
8. Maintain a list of such securities to be used as a “Restricted List” to be used as a base for approving or rejecting the applications for pre- clearance of trades as being presented to him for approval.
9. Determining the persons in consultation with Board of directors as Insiders who can reasonably be expected to have possession of unpublished price sensitive information.
10. Serving/issuing due notice or executing confidentiality agreement or non-disclosure agreement with persons or Designated persons to maintain confidentiality of unpublished price sensitive information

III. PRESERVATION OF “UNPUBLISHED PRICE SENSITIVE INFORMATION”

- i. This clause is Applicable to Designated Persons and insiders.
- ii. Designated persons and insider shall maintain the confidentiality of all unpublished price sensitive information and shall not pass on such information to any person directly or indirectly or make a recommendation for trading in the securities of the Company on the basis of such information.
- iii. Unpublished price sensitive information is to be handled on a “need to know” basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider’s or Designated Person’s legitimate purposes, performance of duties or discharge of his/her legal obligations and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

- iv. Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.
- v. Chinese Walls are designated to manage dealing in un-published price sensitive information by the Designated Persons and prevent their spread and misuse. Every Designated Person is prohibited from communicating any un-published price sensitive information to any person without the prior approval of the Compliance Officer.
- vi. Every Designated Person is responsible to ensure that the Chinese wall is not breached deliberately or inadvertently. Any breach of the Chinese wall shall be informed to the Compliance Officer immediately.
- vii. The Company shall maintain a structured digital database of the persons with whom unpublished price sensitive information is shared, as required under the Regulations. The database shall inter alia contain the names of the persons or entities with whom the information is being shared which is or deemed to be covered under unpublished price sensitive information as per Regulations along with the Permanent Account Number ("PAN") or any other identifier authorized by law where PAN is not available.

IV. PREVENTION OF MISUSE OF "UNPUBLISHED PRICE SENSITIVE INFORMATION"

- i. This clause is Applicable to Designated Persons and insiders.
- ii. No Designated Person and Insider shall, directly or indirectly, trade in securities of the Company while in possession of unpublished price sensitive information except as provided in the Regulations.
- iii. Designated Persons shall also be subject to trading restrictions as enumerated below. The Company shall specify a trading period, to be called "trading window", for trading in the company's securities. The trading window shall be closed during the time the following information is unpublished:
 - (a) Declaration of financial results (quarterly, half-yearly and annually).
 - (b) Declaration of dividends (interim and final).
 - (c) Change in capital structure by way of public/rights/bonus etc.
 - (d) Mergers, de-mergers, acquisition, delisting, disposal and expansion of business and such other transactions
 - (e) Change in key managerial personnel
- iv. Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results.
- v. The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.
- vi. When the trading window is closed all Designated Persons shall not trade in the company's securities during such period. Trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

- vii. All Designated Persons shall trade in the securities of the company only in a valid trading window and shall not trade in company's securities during the period when trading window is closed or during any other period as may be specified by the company from time to time.
- viii. In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, trading of securities allotted on exercise of ESOPs shall not be allowed when trading window is closed.
- ix. Notice shall be served/issued to or Confidentiality Agreements or Non-disclosure Agreements shall be executed with the persons or Designated Persons with whom unpublished price sensitive information is shared in terms of these Regulations.

V. PRE-CLEARANCE OF TRADES

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

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

VI. HOLDING PERIOD

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

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

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

VII. DISCLOSURES

Applicable to designated persons:

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

Disclosure	Time of Disclosures
Initial Disclosure in Form I	<ul style="list-style-type: none">• Within 7 working days of joining of the company or becoming the Designated Person• Within 7 working days of appointment as a key managerial personnel or a director of the company or at a level which covers Designation Person Statement of holding in all securities of the company by director/ officer/ designated person and/ or their dependent family members.
Continuous Disclosure Form II	Within two trading days of transaction where number of securities acquired or disposed of in such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees.
Period End Disclosure in Form III	Within 15 days from the end of every quarter, details of transaction in securities of the company by director/ officer/ designated person and/ or their dependent family members
Pre-clearance of securities when number of proposed securities for dealing is 5000 or more in Form IV	An application to be submitted by director/ officer/ designated person and/ or their dependent family to the Compliance Officer

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

SUBMISSION OF DETAILS BY THE DESIGNATED PERSONS ON ANNUAL BASIS

Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:

- a) immediate relatives
- b) persons with whom such designated person(s) shares a material financial relationship
- c) Phone, mobile and cell numbers which are used by them
- d) the names of educational institutions from which designated persons took education and names of their past employers shall also be disclosed on a one-time basis.

("material financial relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.")

PENALTY FOR CONTRAVENTION OF THIS CODE OF CONDUCT

Any Designated person and insider who trade in securities or communicates any information for trading in securities in contravention of the code of conduct for insider trading & fair disclosure may be penalized and appropriate action may be taken by the company or Audit Committee against him.

Designated persons who violate the code of conduct shall also be subject to disciplinary action by the company or Audit Committee, which may include suspension, termination of employment, wage freeze, recovery, claw back, ineligibility for future participation in employee stock option plans etc.

Action by the company shall not preclude SEBI from taking any action in the case of violation of the SEBI (Prohibition of Insider Trading), Regulations, 2015.

In case it is observed by the company/ compliance officer that there has been a violation of the SEBI (Prohibition of Insider Trading) Regulation, 2015, the SEBI shall be informed by the Company, whenever required.

Form I

Date:

The Compliance Officer
Samrat Forgings Limited
#406, First Floor, Sector 15-A
Chandigarh - 160015

Sub: Initial Disclosure in terms of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Dear Sir,

I _____ S/D/W/o _____, being a Designated Person of Company, do hereby declare that the following securities of the Company are held by me/ my dependent family member as on _____ / _____ (date of joining the Company for new employees):

Name of Holder	Folio No. / DP & Client ID No.	Relationship with director/ officer/ designated employee	Type of Securities	No. of Securities.

I hereby declare that the above details are true, correct and complete in all respects and no information has been concealed or suppressed.

Yours Faithfully

Name:

Designation:

Signature:

Form II

Date:

The Compliance Officer
Samrat Forgings Limited
#406, First Floor, Sector 15-A
Chandigarh - 160015

Sub: Continuous Disclosure of Interest/ Shareholding in terms of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Dear Sir,

I _____ S/D/W/o _____, being a Designated Person of Company, do hereby declare that the following are the details of transaction in the securities of the by me/ my dependent family member:

Name of Holder	Folio No. / DP & Client ID No.	Relationship with director/ officer/ designated employee	Purchase / Sale	Date of transaction	Type of Security	No. of security

I hereby declare that the above details are true, correct and complete in all respects and no information has been concealed or suppressed.

Yours Faithfully

Name:

Designation:

Signature:

Form III

Date:

The Compliance Officer
Samrat Forgings Limited
#406, First Floor, Sector 15-A
Chandigarh - 160015

Sub: Period end disclosure of interest/ shareholding in terms of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Dear Sir,

I _____ S/D/W/o _____, being a Designated Person of Company, do hereby declare that the following are the details of transaction in the securities of the by me/ my dependent family member during the quarter ended.....:

Name of Holder	Folio No. / DP & Client ID No.	Relationship with director/ officer/ designated employee	Purchase / Sale	Date of transaction	Type of Security	No. of security

I hereby declare that the above details are true, correct and complete in all respects and no information has been concealed or suppressed.

Yours Faithfully

Name:

Designation:

Signature:

Form IV

Date:

The Compliance Officer
Samrat Forgings Limited
#406, First Floor, Sector 15-A
Chandigarh - 160015

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

Dear Sir,

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

- a) buying _____ (number) of _____ (type of security) of the company in my/ dependent family members' name;
- b) Selling _____ (number) of _____ (type of security) of the company in standing in my/ dependent family members' name;

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

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

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

I further undertake and confirm that:

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

Name:

Designation:

Signature:

CODE OF FAIR DISCLOSURE

[Pursuant to Regulation 8 read with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

Introduction

Pursuant to Regulation 8(1) of Chapter – IV of the SEBI (Prohibition of Insider trading) Regulations, 2015 read with the principles of fair disclosure enumerated under Schedule A to the said Regulations, every company whose shares are listed on stock exchanges is required to have a code of fair disclosure of Unpublished Price Sensitive Information (hereinafter referred as UPSI). Accordingly, the Board of Directors of Samrat Forgings Limited has formulated following code, practice and procedure for fair disclosure of unpublished price sensitive information:

Objective

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

Important Terms

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

- (a) Financial Results
- (b) Dividends
- (c) Change in capital structure
- (d) Mergers, de-mergers, acquisitions, de-listings, disposal and expansion of business and such other transactions
- (e) Change in Key Managerial persons

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

“Generally available” shall mean the information that is accessible to the public on a non-discriminatory basis and information which are disclosed to Stock Exchanges or published at the website of the Company.”

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

● Principles of fair disclosures

1. Any material event/ unpublished price sensitive information that would impact the price discovery of the shares/ securities of the Company shall be publicly disclosed no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Utmost standards of disclosures should be followed to ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. In the unlikely event of any unpublished price sensitive information getting disclosed selectively, inadvertently or otherwise, the same shall be made generally available.

4. An appropriate and fair response should be made to the queries on news reports and requests for verification of market rumors by regulatory authorities.
5. It should be ensured that information shared with analysts and research personnel is not unpublished price sensitive information.
6. It should be ensured that the transcripts or records of proceedings of meetings with analysts and other investor relations conferences should be uploaded on the official website of the Company viz. www.samratforgings.com promptly after such meeting/conferences to ensure official confirmation and documentation of disclosures made.
7. All unpublished price sensitive information shall be handled on a need-to-know basis. Employees of the Company handling/possessing unpublished price sensitive information will not share such information to other employees of the Company/outsider except on a need to know basis. No unpublished price sensitive information shall be communicated by such employee to any person except in furtherance of his/her legitimate purpose, performance of his legal obligations.

Inquiry in case of unpublished price sensitive information or suspected leak of unpublished price sensitive information

“Leak or Suspected Leak of UPSI” means passing of information which is/deemed to be UPSI by an insider, who is in possession of such UPSI, to any other person, directly or indirectly, openly or secretly or in any manner whatsoever, except for legitimate purposes, performance of duties or discharge of legal obligations.

The employees of the Company can report the issue of leak or suspected leak of an UPSI to the Compliance Officer of the Company or directly to the Chairman of the Audit Committee either by writing an email, in person or by letter. The identity of such employee shall be kept confidential and he/she shall be protected against retaliation, harassment or discrimination. The issue of leak or suspected leak of an UPSI and violation of Insider Trading Regulations may also be reported directly to the SEBI as a Voluntary Information Disclosure. The Company shall provide protection to the employees who report the instance of violation of Insider Trading Regulations.

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

1. The Compliance Office on becoming aware of instances of leak or suspected leak of an UPSI shall promptly bring the same into knowledge of the Chairman of the Audit Committee.
2. The Chairman of the Audit Committee on becoming aware of instances of leak or suspected leak of UPSI shall promptly call for the Audit committee for dealing with the instance of leak or suspect of leak of UPSI.
3. The Chairman of the Audit Committee shall place the information/ complaint before the Audit Committee.
4. The Audit Committee shall initiate the preliminary enquiry. The object of preliminary enquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint and to collect necessary available material.
5. Based on the findings of the preliminary enquiry, Audit Committee shall decide whether to investigate the issue or close it. If the Committee decides to investigate the issue further, it shall conduct such further inquiry as it may deem fit and collect all information, evidences in the matter. The Audit Committee may conduct the investigation on its own or appoint an investigation officer to investigate the leak or suspected leak of UPSI.

6. Based on the investigation findings, the Committee may acquit the employee or take disciplinary action against the employee responsible for leak of UPSI which may include suspension, termination wage freeze, claw back of benefits etc. as may be decided on case to case basis.
7. The Audit Committee shall inform the instance of the leak or suspect of the leak of UPSI to the Board of Directors and report for necessary disciplinary action taken in this regard shall also be placed before the Board of Directors.
8. Wherever required, the Company shall promptly inform SEBI or Stock Exchanges the instances of leak or suspected leak of information.

Amendments

This code can be amended, modified or revised by the Board of Directors of the Company. In case of any subsequent changes in the provisions of the Act and Listing Regulations or any other regulations which make any of the provisions in the Policy inconsistent with such regulations, then the provisions of such regulations would prevail over the code. This policy/code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment(s) or re-enactment thereto.

Approved and Adopted

This Code has been approved and adopted by the Board of Directors on February 10, 2021.

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

[Pursuant to Regulation 3(2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

PREFACE

This Policy, as a part of "Code of Fair Disclosure" formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015, will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy". This Policy is prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

OBJECTIVE

The objective of this Policy is to identify 'Legitimate Purposes' which will be considered as exception for the purpose of sharing / procuring unpublished price sensitive information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any.

LEGITIMATE PURPOSE

"Legitimate Purposes" shall mean sharing of UPSI in the ordinary course of business by an Insider with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations:

1. Promoters of the Company
2. Auditors (Statutory, Internal, Branch, Cost, Secretarial, GST and any other Auditor as applicable)
3. Staff Members of the Audit firm/team conducting the Audit
4. Collaborators
5. Lenders
6. Customers
7. Suppliers
8. Bankers
9. Legal Advisors
10. Insolvency Professionals
11. Consultants
12. Any other advisors/consultants/partners

It is hereby clarified that any person in receipt of UPSI pursuant to a "legitimate purpose" shall also be considered as an "insider" for the purpose of this Code, the Insider Trading Policy and the Regulations and thus such persons shall maintain confidentiality of such UPSI in compliance with this Code, the Insider Trading Policy and the Regulations.

AMENDMENT

The Board of Directors of the Company, subject to applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy. In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy. This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment(s) or re-enactment thereto.

APPROVED AND ADOPTED

This Policy forms part of "Code of Fair Disclosure" as stated above and has been approved and adopted by the Board of Directors on February 10, 2021.