



Relationships, By Design

MANOJ VAIBHAV GEMS 'N' JEWELLERS LIMITED

Policy ref: 17/2023

Code of Conduct and Code to Regulate, Monitor and Report

Trading by Designated Persons

INTRODUCTION AND BACKGROUND:

This document embodies the policy in respect of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) for prohibition of Insider Trading and dealing in securities of the Manoj Vaibhav Gems 'N' Jewellers Limited ("MVGJL/ the Company"), to be observed by all Employees, Directors, Designated Persons, Immediate Relatives of Designated Persons and Connected Persons, as and where applicable.

OBJECTIVE OF THIS CODE OF CONDUCT:

This Code of Conduct has been prepared by adopting the standard as set out in the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT Regulations/Regulations") in order to regulate, monitor and report trading by its Employees, Directors, Designated Persons, Immediate Relatives of Designated Persons and other Connected Persons towards achieving compliance with the said Regulations

The objective of this document is to communicate the Code of Conduct, related to trading in securities of the Company. It is intended to serve as a guideline to all the Employees, Directors, Designated Persons, Immediate Relatives of Designated Persons and Connected Persons while trading in securities of the Company.

The Company endeavors to preserve the confidentiality of Unpublished Price Sensitive Information (UPSI) and to prevent misuse of such information.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.

Every Director, Officer, Designated Person and connected person of the Company has a duty to safeguard the confidentiality of all such UPSI obtained in the course of his or her work at the Company. No Director, Officer, Designated Officer and Connected persons may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

This Code shall apply to all Directors, Officers, Designated persons and connected persons of the Company and the Company hereby stipulates that this code of conduct is to be complied by all Directors, Officers, Designated persons and connected persons.

The Board of Directors of the Company has adopted this code of conduct to regulate, monitor and report trading by all Insiders including the Designated Persons and Immediate Relatives of Designated Persons to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time).

A. DEFINITIONS

- 1) **“Act”** shall mean the SEBI Act, 1992 (15 of 1992).
- 2) **“Audit Committee”** shall mean committee of the Board of the Company constituted pursuant to the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. (“SEBI LODR”)
- 3) **“Board”** shall mean the board of Directors of the Company.
- 4) **“Compliance Officer”** means the Company Secretary and Compliance Officer of the Company and who shall also act as Chief Investors Relations Officer.
- 5) **“Connected Person”**, includes –
 - (i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
 - (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
 - a) an immediate relative of connected persons specified in clause (i); or
 - b) a holding company or associate company or subsidiary company; or
 - c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - e) an official of a stock exchange or of clearing house or corporation; or
 - f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or institution as defined in section 2 (72) of the Companies Act, 2013; or
 - g) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - h) a banker of the company; or
 - i) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten percent of the holding or interest.
- 6) **“Dealing in Securities”** means an act of subscribing to, buying, selling or agreeing to subscribe, buy, sell or deal in the securities of the Company either as principal or agent.
- 7) **“Designated Persons” shall include:**

- (i) Promoters and members of the Promoter Group of the Company.
 - (ii) Directors and Key Managerial Personnel of the Company and its material subsidiaries, if any.
 - (iii) Employees in the Finance and Accounts, Corporate Planning, Legal, Corporate Strategy, Investor Relations, Information Security, Data Privacy, Mergers & Acquisitions, Corporate Secretarial, Marketing and any other departments of the Company and its material subsidiaries, if any, on the basis of their functional role or that have access to UPSI, designated from time to time.
 - (iv) Managing Director and employees up to two levels below Managing Director of the Company and material subsidiaries, if any.
 - (v) Statutory Auditors, Internal Auditors, Secretarial Auditors.
 - (vi) Any other person designated by the Company on the basis of their functional role and such function would provide access to UPSI.
- 8) **"Director"** shall have the meaning assigned to it under the Companies Act, 2013.
- 9) **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis.
- 10) **"Immediate Relative"** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, if they are either dependent financially on such person, or consults such person in taking decisions relating to Trading in Securities.
- 11) **"Insider"** means any person who is,
- a) a connected person or
 - b) in possession of or having access to unpublished price sensitive information.
- 12) **"Key Managerial Personnel"** means person as defined in Section 2(51) of the Companies Act, 2013.
- 13) **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof.
- 14) **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 and rules made there under or any modification thereof.
- 15) **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 16) **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

17) **"Trading day"** means a day on which the recognized stock exchanges are open for trading;

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

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- (v) Changes to the Company's Board or changes in key managerial personnel (KMP);
- (vi) Such other matters that the Company may decide.

19) **"Regulations"** shall mean Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

Words and expressions used and not defined in these Rules but defined in the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

B. PROHIBITION ON COMMUNICATING OR PROCURING UPSI

An Insider shall not –

- (i) communicate, provide, or allow access to any UPSI, relating to the Company or its Securities, to any person including other Insiders, except to the extent allowed by these Rules or SEBI Regulations; or
- (ii) procure from or cause the communication by an Insider of UPSI, relating to the Company or its Securities.

Provided that nothing contained above shall be applicable when an UPSI is communicated, provided, allowed access to or procured:

- (a) in furtherance of Legitimate purposes, performance of duties or discharge of legal obligations pursuant to appropriate notice, confidentiality and non-disclosure agreements being executed; or
- (b) in the event the Board directs or causes the public disclosure of UPSI in the best interest of the Company; or

C. PROHIBITION ON INSIDER TRADING:

1. An Insider shall not, directly or indirectly, –
 - (i) Trade in Securities of the Company that are listed or proposed to be listed when in possession of UPSI;
 - (ii) Trade in Securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI; and
 - (iii) provide advise/ tips to any third party on trading in Company's securities while in possession of UPSI.
2. An Insider who has ceased to be associated with the Company shall not, for a period of six months from date of such cessation, directly or indirectly Trade in the Company's Securities while in possession of UPSI.
3. **Trading in Securities of other companies:** No Insider may, while in possession of unpublished price sensitive information about any other public company gained in the course of employment with the Company, (a) Trade in the Securities of the other public company, (b) "tip" or disclose such material non-public information concerning that company to anyone, or (c) give trading advice of any kind to anyone concerning the other public company.
4. No Insider may take positions in derivative transactions in the Securities of the Company at any time.
5. The restriction in C (1) above may not apply to:
 - (a) a transaction that is an off-market inter-se transfer between Insiders who were in possession of the same UPSI without being in breach of these Rules and both parties had made a conscious and informed Trade decision;
 - (b) a transaction carried out through block deal window mechanism between persons who were in possession of UPSI without being in breach of these Rules and both parties had made a conscious and informed Trade decision;
 - (c) a transaction carried out pursuant to statutory or regulatory obligation;
 - (d) a transaction undertaken pursuant to the exercise of stock options and the exercise price is pre-determined with applicable regulations; and
 - (e) Trades pursuant to a Trading Plan (*as defined below*) set up in accordance with these Rules and SEBI Regulations.

When a person has traded in securities while in possession of UPSI, his Trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

The exceptions in paragraph 4(5) above reflect the statutory exceptions in Regulation 4(1) of the SEBI Regulations, and nothing above shall preclude the prior approval or other requirements in relation to = Trading in Company's Securities under the Code, as set out herein.

D. TRADING WINDOW

1. Compliance Officer shall notify a 'trading window' during which the Designated Persons may Trade in the Company's securities after securing pre-clearance from the Compliance Officer in accordance with these Rules. The competent authority for preclearing the Trade of Compliance Officer shall be the Board.
2. Designated Persons and their Immediate Relatives shall not Trade in the Company's Securities when the trading window is closed.
3. The trading window shall generally be closed for all Designated Persons between the sixteenth day prior to the last day of any financial period for which results, whether audited or unaudited, are required to be announced by the Company till 48 hours after disclosure of such financial results.
4. Additionally, the trading window shall be closed in particular for a Designated Person or class of Designated Persons when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI, for such periods as determined by the Compliance Officer. Designated Person or class of Designated Persons will receive a notification on such special blackout periods.
5. The trading window may be re-opened after closure, not earlier than 48 hours after the UPSI in question becomes generally available information or is no longer classified as UPSI.
6. The trading window restriction shall not apply for below cases;
 - (i) off-market *inter-se* transfer between insiders who were in possession of the same UPSI without violating the Code and both parties had made a conscious and informed trade decision.
 - (ii) transaction carried out through the block deal window mechanism between persons who were in possession of the UPSI without violating the Code and both parties had made a conscious and informed trade decision
 - (iii) transaction carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
 - (iv) transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
 - (v) trades executed as per the Trading Plan set up in accordance with the Code.
 - (vi) pledge of shares for a *bona fide* purpose such as raising of funds, subject to pre clearance by the Compliance Officer.
 - (vii) transactions undertaken in accordance to respective regulations made by SEBI, such as acquisition by conversion of warrants or debentures if any, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by SEBI from time to time.

E. PRE-CLEARANCE OF TRADING

1. All Designated Persons who intend to Trade in Securities of the Company (either in their own name or through their Immediate Relatives) i.e. buy or sell Securities during the trading window open period and if the value of the securities likely to be 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), should pre-clear the transactions by making an application in the format set out in Annexure 1 to the Compliance Officer indicating the estimated number of units of Securities that the Designated Person or Immediate Relative(s) intends to trade and such other details as specified in the form and also declare that the applicant is not in possession of UPSI as per Annexure 2.

2. No designated person shall 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.
3. Prior to approving any trades, the compliance officer shall be entitled to seek declaration as per Annexure 2 to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information.
4. The trades that have been precleared shall be executed by the designated employees within a reasonable period, which in any event shall not be more than seven trading days, failing which fresh pre-clearance would be needed for the trades to be executed.
5. The Board of Directors or Managing Director or Wholetime Director and CFO of the Company shall be the approving authority for the preclearance application of Compliance Officer.
6. The Designated Person shall, within two days of the execution of the Trade, submit the details of such Trade to the Compliance Officer as per Annexure 3. In case the transaction is not undertaken, a report to that effect shall be filed in the said form.
7. A Designated Person who Trades in securities of the Company without complying with the pre-clearance procedure as envisaged in these Rules or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to the penalties as envisaged in these Rules and the contravention of the code of conduct shall lead to disciplinary actions, including wage freeze, suspension etc., that may be imposed by the Board of Directors or by the Committee if any, constituted by the Board of Directors.

F. TRADING PLAN

- 1) A Designated Person shall be entitled to formulate a Trading Plan that complies with the SEBI Regulations (“Trading Plan”) and present it to the Compliance Officer for approval and public disclosure. The Trading Plan may be executed only after the plan is approved by the Compliance officer and disclosed to the stock exchanges on which the Securities of the Company are listed.
- 2) Designated Person shall not exercise any influence over the amount of Securities to be Traded, the price at which they are to be Traded, or the date of the trade. Designated Person may delegate discretionary authority to his/her broker, but in no event Designated Person may consult with the broker regarding executing transactions, or otherwise disclose information to the broker concerning the Company that might influence the execution of transactions, under the Trading Plan after it commences.

- 3) Trading plan shall:–
- (a) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
 - (b) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
 - (c) entail trading for a period of not less than twelve months;
 - (d) not entail overlap of any period for which another trading plan is already in existence;
 - (e) 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
 - (f) not entail trading in securities for market abuse.
- 4) The Trading Plan once approved shall be irrevocable and the Designated Person 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 Designated Person is in possession of UPSI and the said information has not become generally available information at the time of the commencement of implementation. The commencement of the Trading Plan shall be deferred until such UPSI becomes generally available information.

G. DISCLOSURE REQUIREMENTS

The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives and by any other person for whom such person takes trading decisions. The disclosures of trading in securities shall also include trading in derivatives of securities, if any, permitted by law and the traded value of the derivatives shall be taken into account for purposes of this Code.

i. Initial Disclosure:

- (a) Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter or member of the promoter group 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.
- (b) Every Designated Person shall disclose details like Permanent Account Number or any other identifier authorized by law, names of educational institutions from which they have graduated and names of their past employers for the following: (i) Immediate Relative; (ii) persons with whom such Designated Person(s) shares a material financial relationship; (iii) phone and mobile numbers which are used by them.

ii. Continual Disclosure:

- (a) Every Promoter, member of the Promoter Group, Designated Person and Director of the Company

shall disclose the number of 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 (ten lakh rupees) or such other value prescribed under SEBI Regulations or other applicable law, as per Form C set out in Annexure 5.

- (b) b. Every Designated Person shall 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: (i) Immediate Relative; (ii) persons with whom such Designated Person(s) shares a material financial relationship; (iii) Phone and mobile numbers which are used by them.
- (c) Any off-market trade done as per paragraph D(6)(i) of this Code shall be reported by the Insiders to the company within two working days.

H. MISCELLANEOUS

- a. The Board shall be empowered to amend, modify, and interpret this Code of Conduct and such Rules and same shall be effective from such date that the Board may notify in this behalf.
- b. The Compliance Officer shall provide the Audit Committee of the Board, on a quarterly basis, update on compliance under this code, any violations of this Code and other matters as may be directed by the Audit Committee from time to time.
- c. The Compliance Officer shall maintain (a) an updated list of Designated Persons, and (b) records of disclosures and pre-clearance applications and undertakings for a period of eight years; and (c) any other information that is required pursuant to SEBI Regulations.
- d. The Board is required to ensure that a structured digital database is maintained of every person in possession of UPSI (i) containing the nature of UPSI; (ii) names of such persons who have shared the information; (iii) names of such persons with whom information is shared under SEBI Regulations along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
- e. The Company shall require all Connected Persons to formulate and adhere to a code of conduct to achieve compliance with SEBI Regulations. In case such persons observe that there has been a violation of SEBI Regulations, then they shall inform the Board promptly.
- f. The Company has adopted the amended Infosys Code on Fair Disclosures and Investor Relations available at www.infosys.com to regulate the Company's practices and procedures for fair disclosure of UPSI and comply with the SEC's Regulations.
- g. Any suspected violation of Leak of UPSI or violation of this Code can be reported under whistle blower policy.

How to Report:

Report your concerns to your manager, or the Helpline. The helpline numbers are:

- Contact Number #: 0891-663 7777

- You can also report at: cs@vaibhavjewellers.com

You can also write to keethana@vaibhavjewellers.com, or to the Chief Compliance Officer at cs@vaibhavjewellers.com. If you have concerns about reaching out to the Chief Compliance Officer.

- h. Retaliation for reporting suspected violations is strictly prohibited under this Code: Employee who reports any alleged violations of insider trading laws in accordance with the informant mechanism under the Regulations, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination.
- i. Intermediary or fiduciary engaged by the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in the SEBI Regulations to prevent insider trading.
- j. It is the responsibility of the Connected Person to ensure compliance with this Code.
- k. The policy and procedure for inquiry in case of Leak of UPSI or suspected Leak of UPSI is enclosed as Annexure-7 and forms integral part of this Code.

The Company shall have a process for how and when persons are brought 'inside' on sensitive transactions. Individuals should be made aware of the duties and responsibilities attached to the receipt of inside information, and the liability that attaches to misuse or unwarranted use of such information.

The Company is committed to continuously reviewing and updating its policies, and the Company therefore reserves the right to amend this Code at any time, for any reason, subject to applicable law.

These Rules are subject to the applicable prevailing law in relation to prevention of Insider Trading and if there is any inconsistency between any of the provisions of these Rules and applicable law, the applicable law shall prevail.

I. POLICY REVIEW

The Policy shall be reviewed periodically in accordance with review of internal control and check as well as changes or any regulatory requirements from time to time. In the events of inconsistency of this Policy with any legal provisions, the provisions of the law shall override this Policy.

J. AMENDMENT

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. The amended policy will be published on the website of the Company.

Annexure 1
APPLICATION FOR PRE-TRADING APPROVAL

To,
The Compliance Officer,
Manoj Vaibhav Gems 'N' Jewellers Limited.

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Internal Code of Conduct for Prohibition of Insider Trading, I seek approval to purchase / sell / subscribe equity shares/ American depository shares of the Company as per details given below:

1	Name of the applicant	
2	Designation	
2A	Relationship with the Applicant (Self/Immediate Relative)	
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 (d) Pledge	
6	Proposed date of trading in securities	
7	Estimated number of securities proposed to be purchased/subscribed/sold/pledge	
8	Current market price (as on date of application)	
9	Whether the proposed transaction will be through stock exchange or off-market trade	
10	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the undertaking signed by me.

Signature : _____

Name: _____

Date: _____

Annexure 2
**UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR
PRECLEARANCE**

To,
The Compliance Officer,
Manoj Vaibhav Gems 'N' Jewellers Limited.

I, being a designated person of the company as per the Rules for Trading in the securities of the Company residing at _____, am desirous of trading 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 any unpublished price sensitive information (“**UPSI**”) up to the time of signing this undertaking. In the event that I have access to or receive any UPSI after 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 trading in the securities of the Company until such information becomes public.

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

In the event of this transaction being in violation of the Rules or the applicable laws, (a) I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (**the ‘indemnified persons’**) for all losses, damages, fines, expenses, suffered by the indemnified persons, (b) I will compensate the indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transaction and (c) I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the Securities and Exchange Board of India (“**SEBI**”) for credit of the Investor Protection and Education Fund administered by the SEBI.

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

If approval is granted, I shall execute the trade within seven days of the receipt of approval failing which I shall seek pre-clearance afresh. I declare that I have made full and true disclosure in the matter.

Signature : _____

Name: _____

Date: _____

Annexure 3

DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / trading in securities of the Company)

To,
The Compliance Officer,
Manoj Vaibhav Gems 'N' Jewellers Limited.

I hereby inform that I:

- (i) have not bought / sold/ subscribed any securities of the Company
- (ii) have bought/sold/subscribed to _____ securities as mentioned below on _____ (date) (strike out whichever is not applicable)

Name holder	of	No. of securities traded	Bought / sold / subscribed	DP ID / Client ID / Folio No.	Price (Rs.)

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

Signature : _____

Name: _____

Date: _____

Annexure 4
FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2) –
Disclosure on becoming a director/KMP/Promoter/Member of the promoter group]

Name of the company: _____
ISIN of the company: _____

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

Name, PAN, CIN/DIN Address	Category of person (Promoter or member of promoter group/KMP/Directors/Immediate Relative to /others etc.,	Date of appointment of Director/KMP Date of becoming promoter/member of the promoter group	Securities held at the time of becoming promoter or member of the promoter group/appointment of Director/KMP	% of Shareholding
			Type of security(For eg: Shares, Warrants, Convertible debentures etc.,	

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

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/member of the promoter group/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/member of the promoter group/appointment of Director/KMP		
Contract specifications	Number of units (contracts * lot size)	Notional value inRupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value In Rupee terms

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name: _____
Signature: _____
Designation: _____
Date: _____
Place: _____

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

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	No.of units (contracts lot size)	Notional Value	Number of units (contracts * lot size)	

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Preamble

This Policy is framed with an aim to implement a structured procedure for investigation in case of leak or suspected leak of UPSI.

Applicability

This policy shall apply to all Insiders and any other persons as assigned by law from time to time.
Process of inquiry in case of leak of UPSI or suspected leak of UPSI

1. Information (written or oral or electronic) regarding a leak or suspected leak of UPSI may be received by the Company from the following sources:

a. Internal:

i. Whistleblower vide the whistleblower process as illustrated in the Infosys Whistleblower Policy;

ii. Any leak or suspected leak of UPSI detected through the internal controls implemented by the Company.

b. External: Any entity, including Registrar and Share Transfer Agent, Depository, Stock Exchange, Regional Director, Registrar of Companies, regulatory / statutory authority or any other department of Central or State Government, whether based on the complaint received from a whistleblower or otherwise.

(above information shall be collectively referred to as “Complaint(s) for the purpose of this Policy”)

2. The Chief Compliance Officer or the Company Secretary shall report the Complaint to the Audit Committee within a reasonable time from the date of receipt of the Complaint;

The Audit Committee shall review the Complaint and shall discuss with the Chief Compliance Officer and Company Secretary on potential next steps including but not limited to seek additional information to consider an investigation, disclosure requirements to the regulatory authorities, appointment of an investigation panel consisting of internal employees or external agencies. If the Complaint implicates the Chief Compliance Officer and/or Company Secretary, then they shall recuse themselves from the said inquiry process;

3. If the Audit Committee mandates an investigation, then the identified panel of investigators shall conduct the investigation into the Complaint(s) and present their findings to the Chief Compliance Officer. The executive summary of the investigation shall be reported to the Audit Committee by the Chief Compliance Officer;

4. Based on the update provided by the Chief Compliance Officer, the Audit Committee shall put forward its recommendation to the Board. The Board, on receipt of such recommendation and after due review/deliberations, shall decide on the next steps;

5. The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision and also replace this Policy entirely with a new Policy;

6. Words and expressions used and not defined in this Policy 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 meanings respectively assigned to them in those legislation.
