

# **Indokem Limited**

**PREVENTION**

**OF**

**INSIDER TRADING,**

**RULES, 2015**

## **1. INTRODUCTION:**

**‘Insider Trading’** as understood under Indian law includes trading in the securities of the Company while in possession of unpublished price sensitive information and procurement or communication of unpublished price sensitive information, by Corporate Insiders such as Employees, Directors, their relatives and other persons connected with the Company.

Insider trading is not only unethical and immoral but also illegal as it fuels illegitimate speculation in the share prices on the Stock Exchanges. Such profiteering by insiders by misusing confidential information available to them by virtue of their position or connection with the Company erodes investors' confidence in the integrity of the management of a company and adversely impacts the capital markets.

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“SEBI Insider Regulations”) which comes into force on May 15, 2015 and the Companies Act, 2013 (“Act”), govern the law relating to insider trading in India. The SEBI Insider Regulations, 2015 replace the erstwhile Securities and Exchange Board (Prohibition of Insider Trading) Regulations, 1992.

Accordingly, the Indokem Limited Prevention of Insider Trading Rules, 2015 (“Rules”) replaces the erstwhile Indokem Limited Code of conduct for Prohibition of Insider Trading, with effect from **May 15, 2015** to bring Indokem Limited’s insider trading norms in line with the applicable law. The Rules have been approved by the Board of Directors of the Company at its meeting held on May 13, 2015.

It is clarified that these Rules are pursuant to and in furtherance, and not in derogation, of the laws applicable to insider trading in India.

## **2. TITLE COMMENCEMENT AND APPLICABILITY**

- 2.1. These Rules shall be called “Indokem Limited Prevention of Insider Trading Rules, 2015” or “the Rules.”
- 2.2. These Rules are made pursuant to the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time (hereinafter referred to as ‘SEBI Insider Regulations’) and the Companies Act, 2013, to ensure compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 and have been framed based on the minimum standards specified in Schedule B to the SEBI Insider Regulations without diluting the provisions in any manner.
- 2.3. The purpose of these Rules is to:
  - 2.3.1. Prohibit the communication of unpublished price sensitive information except for legitimate purposes, performance of duties or discharge of legal obligations;
  - 2.3.2. Prohibit trading in the securities of the Company on the basis of unpublished price sensitive information;
  - 2.3.3. Enable disclosure of trading by Insiders; and
  - 2.3.4. Ensure appropriate, fair and timely disclosure of unpublished price sensitive information.
- 2.4. The Rules shall come into effect from May 15, 2015.
- 2.5. These Rules are mainly applicable to:
  - 2.5.1. Insiders including Designated Persons (defined hereinafter);and
  - 2.5.2. Immediate Relatives of the persons state in 2.5.1. above.
- 2.6. It is important to observe these Rules in its true spirit.

### **3. DEFINITIONS**

#### **3.1. Board of Director or Board**

Board means the collective body of Directors of the Company.

#### **3.2. Chief Investor Relation officer**

The Company has appointed the Company Secretary as the Chief Investor Relation Officer of the Company for the purpose of these Rules.

#### **3.3. Company**

Company for the purpose of these Rules means Indokem Limited.

#### **3.4. Committee**

Committee means the Audit Committee of the Board or such other Committee as may be nominated by the Board for the purpose of these Rules.

#### **3.5. Compliance Officer**

The Company has appointed the Company Secretary as the Compliance Officer for the purposes of the Rules and SEBI Insider Regulations, who shall work under the guidance of the Chairman and Managing Director and report to the Board of Directors.

#### **3.6. Designated Person(s)**

Designated Person(s) mean:

- (i) All Promoters, Directors and Key Managerial Personnel of the Company;
- (ii) All employees in the General Manager and above Grade;
- (iii) Senior employees in the following functions:
  - Accounts
  - Taxation
  - Secretarial and Legal
- (iv) Such other employees/persons as may be designated by the Board or the Chairman and Managing Director of the Company from time to time, to whom these trading restrictions shall be applicable, keeping in mind the objectives of these Rules.

#### **3.7. Employee**

Employee means an employee of Indokem Limited and shall include any person deputed by Indokem Limited to any other entity, trainees and temporary staff.

#### **3.8. Free Period**

Free Period means any Period other than the Prohibited Period.

### 3.9. Generally Available Information

The term “Generally Available Information” means information that is accessible to the public on a non-discriminatory basis.

### 3.10. Immediate Relative

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.

*Note : It is hereby clarified that Spouse of a person will be considered immediate relative irrespective of whether he/she is financially dependent or consults such person in taking decisions relating to trading in securities.*

### 3.11. Insider

Insider means any person who is:

- (i) a connected person; or
- (ii) in possession of or having access to unpublished price sensitive information.

3.11.1 The term “**Connected Person**” referred in this definition of Insider means:

- (i) any person who is or has during the six (6) months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including the following that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access:
  - a. by reason of frequent communication with its officers; or
  - b. by being in any contractual, fiduciary or employment relationship; or
  - c. by being a director, officer or an employee of the company; or
  - d. holds any position including a professional or business relationship between himself and the company whether temporary or permanent.

3.11.2 Deemed to be a Connected Person

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 3.11.1;  
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 trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- g. a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- h. an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- i. a banker of the company; or
- j. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

### **3.12 Key Managerial Personnel or KMP**

Key Managerial Personnel or KMP means the following officers of the Company:

1. Chairman and Managing Director;
2. Chief Financial Officer;
3. Company Secretary; and
4. Such other officer as may be appointed by the Company as a KMP from time to time.

### **3.13 Chairman and Managing Director or CMD:**

Chairman and Managing Director or CMD means the Chairman and Managing Director appointed by the Company pursuant to the provisions of the Companies Act, 2013 read with Rules notified thereunder and designated as such by the Company.

### **3.14 Officer**

Officer includes any Director, Manager or Key Managerial Personnel or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the directors is or are accustomed to act.

### **3.15 Prohibited Period**

3.15.1 In respect of announcement of Quarterly/ Half Yearly/ Yearly Financial Results by the Company shall mean the period commencing at least 7 days prior to the date of Board Meeting wherein the quarterly or annual standalone / consolidated financial results, as the case may be, are to be declared and ending 48 hours after the announcement of Financial Results for the respective quarter/ half year/ year, as the case may be, is made Generally Available by the Company; or

Such other period as may be specified by the Compliance Officer from time to time after consultation with the CMD or as may be directed by the Board or the Committee.

3.15.2 In respect of Declaration of Dividends, or change in capital structure, or Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions, or changes in key managerial personnel, or any material events in accordance with the listing agreement

- ❖ Prohibited Period will begin from such time as may be declared by the Compliance Officer after consultation with the CMD or as directed by the Board or the Committee.

- ❖ Trading shall be closed during the time the information is unpublished.

- ❖ Trading shall be opened 48 hours after the unpublished price sensitive information is made Generally Available by the Company.

3.15.3 In other cases the Compliance Officer shall declare a prohibited period when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information.

### **3.16. Promoter**

Promoter has the same meaning ascribed to the term in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modifications thereto.

### **3.17. Rules**

Rules means the Indokem Limited Prevention of Insider Trading Rules, 2015 as amended from time to time.

### **3.18. SEBI**

SEBI means the Securities Exchange Board of India.

### **3.19. SEBI Act**

SEBI Act means the Securities & Exchange Board of India Act, 1992

### **3.20. SEBI Insider Regulations**

SEBI Insider Regulations means the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

### **3.21. Securities**

Securities mean and include:

- (i) Equity shares of the Company;
- (ii) Such other marketable instruments as may be issued by the Company from time to time.

### **3.22. Specified**

Means specified by the Board in writing;

### **3.23. Trading day**

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

### **3.24. Trading in Securities**

Trading in securities means and includes:

- a) Subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell or deal in any security of the Company and “trade” shall be construed accordingly;

Trading in the securities of the Company shall include trading through a portfolio management account whether discretionary or otherwise and on the basis of investment advice rendered by any other investment advisor.

### **3.25. Unpublished Price Sensitive Information or UPSI**

Unpublished Price Sensitive Information 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 include but shall not be restricted to, information relating to the following:-

- i. financial results;
- ii. dividends;
- iii. change in capital structure;
- iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- v. changes in key managerial personnel; and
- vi. material events in accordance with the listing agreement.

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

These Rules will be governed by the applicable laws and any provision(s), if not specifically provided herein, will operate as per the provisions of applicable laws.

## **4 RESTRICTION ON COMMUNICATION AND TRADING BY INSIDERS**

### **4.1. PROHIBITION ON COMMUNICATING OR PROCUREMENT OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

4.1.1. No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the Company or its securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

4.1.1.1. Insiders should handle the UPSI with care and deal with the UPSI when transacting their business on a "need to know" basis.

For purpose of the Rules:

“Need to know” basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not, in any manner, give rise to a conflict of interest or likelihood of the misuse of the information.

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

4.1.2.1. A person shall not procure UPSI unlawfully. Inducement and procurement of UPSI not in furtherance of one's legitimate duties and discharge of obligations would be illegal.

4.1.3. UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:-

- a. entail an obligation to make an open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 where the Board is of informed opinion that the proposed transaction is in the best interests of the Company;
- b. not attract the obligation to make an open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c. but where the Board is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute UPSI is disseminated to be made Generally Available at least two (2) trading days prior to the proposed transaction being effected in such form as the Board may determine.

4.1.4. For purposes of clause 4.1.3., the Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of Clause 4.1.3., and shall not otherwise trade in securities of the company when in possession of UPSI.

## **4.2. PROHIBITION ON TRADING WHILE IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

4.2.1. No Insider shall trade in the securities of the Company listed or proposed to be listed when in possession of UPSI.

Provided that the insider may prove his innocence by demonstrating the circumstances including the following : -

- (i) the transaction is an off-market inter-se transfer between promoters who were in possession of the same unpublished price sensitive information without being in breach of Rule 4.1 of these presents and both parties had made a conscious and informed trade decision;

(ii) 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;

(iii) the trades were pursuant to a trading plan set up in accordance with Rule 5 of these presents.

In the case of Connected Persons the onus of establishing, that they were not in possession of UPSI, shall be on such Connected Persons.

#### **4.3. PROHIBITION ON TRADING DURING PROHIBITED PERIOD**

4.3.1. Designated Persons and employees (including their immediate relatives) shall not deal in the securities of the Company during the Prohibited Period including by way of exercise of stock option(s) or sale of shares allotted upon exercise of such stock options.

4.3.2. The Prohibited Period shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

#### **4.4. MINIMUM HOLDING PERIOD**

4.4.1. Designated Persons (including their immediate relatives) who buy or sell securities shall not enter into an opposite transaction during the next 6 (six) months following the prior transaction (“Opposite Transaction”). However, the restriction on Opposite Transaction shall not apply to:

a) the exercise of options granted under ESOP Scheme announced by the Company from time to time;

b) the sale of shares acquired under ESOP Scheme, provided that the Designated Person is not in possession of UPSI at the time of such sale. However, once the shares acquired under the ESOP Scheme are sold by the person, any subsequent purchase (other than exercise of ESOPs) will be subject to the aforesaid restriction of Opposite Transaction.

- 4.4.2. In case the sale of securities is necessitated due to a personal emergency, the minimum holding period of 6 (six) months maybe waived off by the Compliance Officer or CMD after recording in writing the reasons in this regard and subject to the concerned person having obtained the approval of his Head of Department by making an application, provided such waiver does not violate SEBI Insider Regulations.
- 4.4.3. In case Opposite Transaction 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 SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the applicable law.
- 4.4.4. Designated Persons (including their immediate relatives) are strictly prohibited from entering into speculative transactions in the securities of the Company.

#### **4.5. PRE CLEARANCE OF TRADES**

- 4.5.1. Every Designated Person (including his immediate relative) who intends to trade in the securities of the Company, shall seek pre-clearance of transactions(s) before entering into such transaction(s) as per the pre-clearance procedure described hereafter, 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 50,000 Equity Shares or Rs. 5,00,000 in value, whichever is lower.
- 4.5.2. No Designated Person shall apply for pre-clearance of any proposed trade if such person is in possession of unpublished price sensitive information.
- 4.5.3. An application for pre-clearance of trades shall be made in **Form E** as annexed to these Rules giving details of proposed Trading(s).
- 4.5.4. The authority for pre-clearance of trades shall be as under the compliance officer, however for pre-clearance of trades by the compliance officer the authority shall be the CMD.
- 4.5.5. The approval shall be granted within 2 trading days or such further time from the date of acknowledgement in. In exceptional circumstances approval may not be given if there are reasons to believe that the proposed transaction is on the basis of possession of any unpublished price sensitive information. There shall be no obligation to give reasons for any withholding of approval.
- 4.5.6. Designated Persons who seeks pre-clearance shall execute the trade(s) in respect of securities of the Company within 7 (seven) trading days from the

date of the approval for pre-clearance or such shorter period as may be specified in the pre-clearance approval. If the transaction is not executed within the time specified in the pre-clearance approval, the person shall pre-clear the transaction again.

4.5.7. Designated Persons (including their immediate relatives) trading in the securities of the Company below or at the threshold limit as defined in para 4.5.1 shall within 2(two) trading days of such trading inform the Compliance Officer details of the trading in **Form F** to these Rules.

4.5.8. An undertaking accompanying the application in **Form E** or **Form F** shall be executed in favour of the Company by the Designated Persons incorporating the following statements:

- (a) the securities in respect of which approval is sought or intimation is provided, will be held/have been held by him/ her for a minimum period of six months (except for sale of shares acquired pursuant to ESOP Scheme);
- (b) he/she does not have access to or has not received any unpublished price sensitive information upto the time of signing the undertaking;
- (c) if he/she has access to or has received any unpublished price sensitive information after signing of the undertaking but before executing the transaction, he/she would inform the Compliance Officer of the change in his position and would completely refrain from trading in the securities of the Company till such time the information is made Generally Available;
- (d) he/she has not contravened these Rules or the SEBI Insider Regulations, including any amendments thereto, as notified from time to time; and
- (e) he/she has made a full and true disclosure required in the matter.

## **4.6. DISCLOSURE AND REPORTING REQUIREMENTS**

### **4.6.1. INITIAL DISCLOSURE**

4.6.1.1. Every promoter, key managerial personnel and director of the company shall disclose his holding of securities of the company as on the date of these regulations taking effect, to the company within thirty days of these regulations taking effect in **Form A** as annexed to these Rules;

4.6.1.2. Any person who becomes a Designated Person shall disclose to the Compliance Officer in **Form B** as annexed to these Rules, details of himself and his immediate relatives, the number of securities of the Company held by him and his immediate relatives as on the date of

becoming a Designated Person, within 7 (seven) trading days of his so becoming a Designated Person.

#### 4.6.2. CONTINUAL DISCLOSURE

- 4.6.2.1. Every Designated Person shall be required to furnish to the Compliance Officer in **Form G** as annexed to these Rules, for the following details, within 7 (seven) trading days after the close of the financial year:
- a. Details of his immediate relatives as on 31<sup>st</sup> March of the preceding financial year;
  - b. Details of trading in securities of the Company, by himself and his immediate relatives, during the preceding financial year; and
  - c. Details of securities of the Company held by him and his immediate relatives as on 31<sup>st</sup> March of the preceding financial year.
- 4.6.2.2. Every Designated Person and every employee of the Company shall disclose to the Company the number of such securities acquired or disposed of within two (2) 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, exceeds to 50,000 Equity Shares or Rs. 5,00,000 in value, whichever is lower, in the **Form C** as annexed to these Rules, if any, under the SEBI Insider Regulations.

For avoidance of doubt, it is clarified that the disclosure obligation under Clause 4.6.2.2. is in addition to the pre-clearance obligation set out in Clause 4.5.1.

#### 4.6.3. DISCLOSURE BY OTHER CONNECTED PERSONS

The Compliance Officer may at his discretion require any other Connected Person or Deemed to be Connected Person to make disclosures of holdings and trading in securities of the Company in **Form D** as annexed to these Rules, at such frequency as he deems fit in order to monitor compliance with these Rules and SEBI Insider Regulations.

- 4.6.4. The disclosures to be made by any person under Clause 4.6 shall include those relating to trading/ holding by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

## **5 TRADING PLAN**

- 5.1. The SEBI Insider Regulations contain provisions enabling an insider to formulate a trading plan and present it to the Compliance Officer pursuant to which trades may be carried out on his behalf in accordance with such plan. The provisions enable the formulation of a trading plan by an insider to enable him to plan for trades to be executed in future.
- 5.2. The provision intends to give an option to persons who may be perpetually in possession of unpublished price sensitive information and enabling them to trade in securities in a compliant manner.
- 5.3. Insiders desiring to formulate Trading Plan(s) may do so in accordance with the provisions of the SEBI Insider Regulations.

## **6 COMPLIANCE OFFICER**

- 6.1 In addition to the duties provided under the SEBI Insider Regulations and the Rules, the Compliance Officer shall have following duties/powers:
  - 6.1.1 The Compliance Officer shall report to the Board and in particular to the Chairman of the Committee at such frequency as may be required by the Board.
  - 6.1.2 The Compliance Officer shall promptly bring to the notice of the Board any instances of violation under the Rules.
  - 6.1.3 The Compliance Officer shall maintain all records under these Rules and SEBI Insider Regulations for a minimum period of five (5) years.
  - 6.1.4 The Compliance Officer shall notify the Stock Exchange within two(2) trading days of any trading in the securities of the Company by any Promoter, Employee or Director in excess of the thresholds prescribed under clause 4.5.1
  - 6.1.5 The Compliance Officer shall assist all employees in addressing any clarifications regarding SEBI Insider Regulations and these Rules.

## **7 CODE OF FAIR DISCLOSURE AND CONDUCT**

### **7.1 DISCLOSURE OF PRICE SENSITIVE INFORMATION**

- 7.1.1 Disclosure/dissemination of any unpublished price sensitive information shall be done promptly, unless otherwise stated under the SEBI Insider Regulations, by the Chief Investor Relations Officer/Compliance Officer after consultation with the CMD and in his absence by the CMD, by intimating to

the Stock Exchanges and posting of the said information on the website of the Company and/ or otherwise making it Generally Available.

- 7.1.2 The Chief Investor Relations Officer/Compliance Officer disseminating any unpublished price sensitive under clause 7.1.1. shall ensure uniform and universal dissemination / disclosure so as to avoid selective disclosure.
- 7.1.3 No unpublished price sensitive information shall be shared with any person unless the information is made Generally Available i.e. only public information can be shared.
- 7.1.4 In absence of Chief Investor Relations Officer/Compliance Officer, such person as may be authorised by the CMD, shall discharge the duties of Chief Investor Relations Officer as stated under Rules 7.1.1. to 7.1.3.
- 7.1.5 The Chief Investor Relations Officer/Compliance Officer shall ensure Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

## **7.2 PROCEDURE FOR RESPONDING TO ANY QUERIES/REQUESTS FOR VERIFICATION OF MARKET RUMOURS BY STOCK EXCHANGES**

- 7.2.1 The Chief Investors Relation Officer /Compliance Officer shall immediately inform the CMD for verification of any market rumours or queries forwarded by regulatory authorities.
- 7.2.2 The CMD or in his absence the Chief Investor Relations Officer /Compliance Officer shall give an appropriate, fair and prompt response to the queries or requests for verification of market rumours by regulatory authorities.
- 7.2.3 As and when necessary, the CMD, may in consultation with the Chief Investor Relations Officer/Compliance Officer, make appropriate public announcement with respect to market rumours.
- 7.2.4 The Chief Investor Relations Officer/ Compliance Officer shall in consultation with the CMD, make a prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information Generally Available.

7.2.5 In absence of Chief Investor Relations Officer/Compliance Officer, such person as may be authorised by the CMD, shall discharge the duties of Chief Investor Relations Officer as stated under Rules 7.2.1. to 7.2.4.

### **7.3 TRADING WITH ANALYSTS/ INSTITUTIONAL INVESTORS/ MEDIA**

7.3.1 Only following persons are authorised to attend a meeting or interaction with analysts/ researchers, institutional and other large investors or the media or any investor relations conference:

- i) The Chairman and Managing Director.
- ii) The Chief Financial Officer.
- iii) The head of Marketing and Strategies by whatever name called
- iv) The Chief Investor Relations Officer/ Compliance officer.
- v) The in-charge of taxation by whatever name called.
- vi) The head of operations by whatever name called.
- vii) Any other employee with the permission of any of the members of the CMD.

7.3.2 Any meeting or interaction with analysts/researchers, institutional and other large investors or the media or any investor relations conference shall be conducted in a manner that only information that is Generally Available is provided at such meetings/interactions.

7.3.3 Any such interaction/ discussion may be preferably recorded through proceedings of the meeting or a transcript of the interaction with the analysts/researchers, institutional investors or other large investors or media or in any other suitable manner.

7.3.4 No unpublished price sensitive information shall be disclosed to Analysts/ Researchers or Institutional and other large investors unless prior confirmation from the CMD and in his absence from the Chief Investor Relations Officer/ Compliance Officer obtained confirming that the said unpublished price sensitive information has been made Generally Available.

7.3.5 Alternatively, such information given to analysts/researchers etc. shall be simultaneously made Generally Available in consultation with the Chief Investor Relations Officer/ Compliance Officer. If any UPSI is accidentally disclosed without prior approval, the person responsible may inform the Compliance Officer or the Chief Investor Relations Officer immediately of the same.

7.3.6 If unanticipated questions which are price sensitive are raised during the meeting, such questions shall be noted and a considered response shall be

given only after consulting the Chief Investor Relations Officer/ Compliance Officer. The concerned employee to whom the question has been posed, shall inform the Chief Investors Relations Officer/ Compliance Officer in stating the queries and proposed response.

7.3.7 The Chief Investor Relations Officer/ Compliance Officer, shall issue a press release/transcript or post relevant information on the Company's website immediately after every analyst meet. Simultaneously, such information shall also be sent to the Stock Exchanges where any unpublished price sensitive information is disclosed.

## **8 CHINESE WALL PROCEDURES**

8.1. All Designated Persons must maintain the confidentiality of all UPSI coming into their possession or control. To comply with this confidentiality obligation, the Designated Persons shall not:

- (i) pass on UPSI to any person directly or indirectly by way of making a recommendation for the purchase or sale of the securities of the Company; or
- (ii) disclose UPSI to their family members, friends, business associates or any other individual, or
- (iii) discuss UPSI in public places, or
- (iv) disclose UPSI to any Employee who does not need to know the information for discharging his or her duties, or
- (v) recommend to anyone that they may undertake Trading in the securities of the Company while being in possession, control or knowledge of UPSI, or
- (vi) be seen or perceived to be Trading in the securities of the Company on the basis of UPSI.

8.2. UPSI must be handled only on “need to know” basis i.e. price sensitive information shall be disclosed only to those within the Company who need the information to discharge their duty or under any law.

8.3. Files containing UPSI shall be kept secure under lock and key. Computer files must have adequate security of login and password etc. All Designated Persons must follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time-to-time in consultation with the person in charge of the information technology function.

Each department shall nominate a member of the department who shall be responsible to ensure compliance with this clause.

## **9 PENALTY FOR CONTRAVENTION**

### **9.1 ACTION BY THE COMPANY**

- 9.1.1 An Insider who deals in securities in contravention of the provisions of these Rules, the Companies Act or the SEBI Insider Regulations shall be guilty of insider trading.
- 9.1.2 Any violation under these Rules or SEBI Insider Regulations shall attract serious disciplinary action by the Company and may also constitute a criminal offence in certain cases.
- 9.1.3 Persons who violate this Code shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action including the termination of employment.
- 9.1.4 An Insider who violates the provisions of these Rules shall be liable to such penal/disciplinary actions as may be determined by the CMD considering the severity of the action and its consequences on case to case basis and may include salary freeze, suspension, ineligibility for future participation in employee stock option plans, stock appreciation rights, etc.
- 9.1.5 The above actions of Company will be without prejudice to any civil or criminal action that the regulatory authorities may initiate against such defaulting Insider.

### **9.2 ACTION BY STATUTORY AUTHORITIES**

In the event of violation of the Companies Act or the SEBI Insider Trading Regulations, no penalty levied or other action taken by the Company will preclude SEBI or other appropriate authority(ies) from taking action under the relevant legislations.

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**FORM A**

**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]**

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

**Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relative to/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

*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 by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

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

Name & Signature:

Designation:

Date:

Place:

\*\*\*\*\*

**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]**

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 of a listed company and other such persons as mentioned in Regulation 6(2).**

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relative to/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

*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 of a listed company and other such persons as mentioned in Regulation 6(2).**

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

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

Name & Signature:

Designation:

Date:

Place:

\*\*\*\*\*

**FORM C**

**SEBI (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]**

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

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

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

*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	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

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

Name & Signature:

Designation:

Date:

Place:

\*\*\*\*\*

**FORM D (Indicative format)**

**SEBI (Prohibition of Insider Trading) Regulations, 2015  
Regulation 7(3) – Transactions by Other connected persons as identified by the company**

**Details of trading in securities by other connected persons as identified by the company**

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition/disposal (on market/public/ rights/ Preferential offer / off market/Inter-se transfer, ESOPs etc. )
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke /Invoke )	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

**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 by other connected persons as identified by the company**

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	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

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

Name:

Signature:

Place:

\*\*\*\*\*

# Indokem Limited

Prevention of Insider Trading

Pre clearance of trades

## FORM – E

(Under INDOKEM LIMITED Prevention of Insider Trading Rules, 2015)

### The Compliance Officer

Indokem Limited  
410/411, Khatau House,  
Mogul Lane, Mahim (West),  
Mumbai – 400 016.

Internal Use

Recd Date and Time:

Sign:

### SUB: APPLICATION FOR TRADING IN SHARES OF THE COMPANY AND UNDERTAKING

Dear Sir,

I, \_\_\_\_\_, a Designated Employee/ Director/ Officer of Indokem Limited, propose to trade in the Shares of the Indokem Limited as per details hereunder:

Name of person proposing to trade in shares of the Company and relationship with Designated employee/Director/ Officer	
--	--

No. of Shares of the Company held by the person as on date of the application: \_\_\_\_\_

Sr. No.	Physical Form	Demat Form		No. of shares Presently held
	Folio No.	DP ID	Client ID	

Particulars of proposed transaction in Shares of the Company:

Number of Shares held in the Company (A)	Number of Shares of the Company proposed to be Sold (B)	Number of Shares of the Company proposed to be acquired (C)	Balance holding (A) +(C)/ (A) -(B)

Name of Depository:	
DP ID No.:	Client ID No.:

Number of Shares of the Company that would be held by the person after this application (if approval granted):	
--	--

Reason for sale of shares held for less than 30 days (If applicable)#	
---	--

**I confirm that:**

- (i) I shall execute the trade of Shares within 7 days of your approval failing which we shall apply again to you for your approval. I shall submit a 'NIL' report if the transaction is not undertaken.
- (ii) I shall hold Shares of the Company for a minimum period of 30 days from the date of acquisition.

**I hereby undertake and confirm that,**

- 1) The securities in respect of which approval is sought or intimation is provided, will be held/ have been held by me for a minimum period of six months (except for sale of shares acquired pursuant to ESOP Scheme);
- 2) I do not have any access or have not received "Unpublished Price Sensitive Information" up to the time of signing this undertaking
- 3) In case I have access to or have received "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction I will inform the Compliance officer 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.
- 4) I have not contravened the prevailing Code of Conduct for Prevention of Insider Trading.
- 5) I have made a full and true disclosure in this matter.

We further confirm that the aforesaid facts are true and correct and shall be fully responsible for any wrongful acts done by me or my relatives including such penalties as may be imposed by the Company.

You are requested to provide the pre-clearance of trade for the above transaction.

Thanking you,

Yours sincerely,

**Place:**

**Date:**

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

**Name :** \_\_\_\_\_

**Designation :**

**& Department**

**E-Mail ID for Communication of Approval :**

# Indokem Limited

## FORM – F

### FORMAT OF INTIMATION FOR TRADING AT OR BELOW THRESHOLD LIMIT

[To be submitted within 2 days of Trading in Securities of the Company]

**The Compliance Officer,**  
Indokem Limited,  
410/411, Khatau House,  
Mogul Lane, Mahim (West),  
Mumbai – 400 016.

<b>Internal Use</b>
<b>Recd Date and Time:</b>
<b>Sign:</b>

Dear Sir,

I hereby give notice pursuant to the INDOKEM LIMITED Prevention of Insider Trading Rules, 2015 (The "Rules") that I have executed following Trade in relation to securities of the Company (not being more than in number and value as prescribed in Rule 4.5.1): -

Name of person proposing to trade in shares of the Company and relationship with Designated employee/Director/Officer	
---	--

Particulars of transaction in Shares of the Company:

<b>Number of Shares held in the Company (A)</b>	<b>Number of Shares of the Company proposed to be Sold (B)</b>	<b>Number of Shares of the Company proposed to be acquired (C)</b>	<b>Balance holding (A) +(C)/ (A) -(B)</b>

**Details of Actual Trade(s):**

Name of Depository:	
DP ID No.:	Client ID No.:

Number of Shares of the Company held by the person the trade	
--	--

## **UNDERTAKING ACCOMPANYING FORM – F**

In relation to the above trade, I hereby undertake that

- (a) The securities in respect of which the aforesaid trading has been entered into, will be held/ have been held by the above named for a minimum period of six months (except for sale of shares acquired pursuant to ESOP Scheme).
- (b) I was not in possession of any Unpublished Price Sensitive Information relating to the Securities at the time of the Trading.
- (c) I have not contravened the Rules or the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- (d) I have made a full and true disclosure in the matter.

Thanking you,

Yours sincerely,

**Place:**

**Date:**

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

**Name :**\_\_\_\_\_

**Designation :**

**& Department**

**E-Mail ID for Communication of Approval :**

# Indokem Limited

## FORM – G

### ANNUAL STATEMENT OF IMMEDIATE RELATIVES AND HOLDING AND TRADING IN THE SECURITIES OF THE COMPANY

(to be submitted within seven trading days from the end of the financial year)

#### The Compliance Officer

Indokem Limited  
410/411, Khatau House,  
Mogul Lane, Mahim (West),  
Mumbai – 400 016.

#### Reg. : Annual Disclosure of Shareholding

Following are the details of shares held by me and my dependent family members as on 31st March, 20.....

Name	Relationship	No. of Shares held in the Company as on 31st March	Other Details such as Folio / DP Id / Client Id
	Self :		
Dependent:			
1			
2			
3			
4			

Details of Trading in Securities of the Company during the Financial Year ending March 31<sup>st</sup> 20\_\_

Sl. No.	Self / Immediate Relatives (Name)	Date of Trading	No. of Securities		
			Purchased	Sold	Balance

I/ We declare that the shares sold have been held by me / us for 30 days.

I/ We further declare that the above disclosure is true and correct and is in accordance with the previous disclosures given to the Company.

Thanking you,  
Yours sincerely,

Place:

Date:

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

Name : \_\_\_\_\_

Designation :  
& Department

E-Mail ID for Communication of Approval :

Note: You may also submit through electronic mail at the dedicated e-mail id [iklsecretarial@gmail.com](mailto:iklsecretarial@gmail.com) followed by a hard copy.