ALCOBREW DISTILLERIES INDIA LIMITED

CODE OF INTERNAL PROCEDURES AND CONDUCT FOR PREVENTION OF INSIDER TRADING

CIN: [U15520DL2002PLC117974]
Registered Office: [C-423, Sarita Vihar, South Delhi, New Delhi-110076, India]

A. Preamble

Alcobrew Distilleries India Limited (the "**Company**") is committed to preserve confidentiality and preventing misuse of any Unpublished Price Sensitive Information ("**UPSI**"). The Company is further steadfast on adhering to all applicable laws and regulations set forth by the Securities and Exchange Board of India ("**SEBI**") or the Stock Exchanges with regard to the prevention of insider trading.

Trading based on insider information is not only illegal but also destroys the corporate credibility of the Company. The Company is committed about ensuring transparency and fairness while dealing with all stakeholders of the Company in line with this code and the Code of Practice & Procedure for Fair Disclosure set out under Annexure I of this Code. This Policy will be applicable to an Insider as defined in Clause C of this Code of Conduct.

Accordingly, the Board of the Company on 16.09.2025 has adopted the following Code of Internal Procedures and Conduct for Prevention of Insider Trading ("**Code**").

B. Object

To comply with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations 2015 ("**SEBI PIT Regulations**"), the Company has formulated a code of internal procedures and conduct for the prevention of insider trading. This Policy, made pursuant to Regulation 9 of the SEBI PIT Regulations, aims to define and establish rules and processes for the Company with respect to:

a) Prohibiting insider trading of securities;

b) Ensuring no violation of SEBI PIT Regulations and SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003 ("**SEBI PFUTP Regulations**").

c) Preserving confidentiality of UPSI; and

d) Adhering to SEBI's applicable guidelines by all Connected Persons or deemed Connected Persons including directors, officers and Designated Persons, and other insiders of the Company for prevention of insider trading.

The Policy shall come into force with effect from the date of listing of the equity shares of the Company on BSE Limited and / or National Stock Exchange of India Limited.

C. Definitions and Interpretation

In this Code, words and expressions shall have the meaning assigned to them below:

"***Act***"	shall mean the Companies Act, 2013 and rules framed thereunder, notified by the Ministry of Corporate Affairs, Government of India, as amended from time to time;
"***Board***"	shall mean the Board of Directors of the Company;
"***Code***"	shall mean Code of Internal Procedures and Conduct for Prevention of Insider Trading adopted by the Company;
"***Company***"	shall mean Alcobrew Distilleries India Limited;

"***Compliance Officer***"	Any senior officer, designated so and reporting to the Board of Directors or head of the organization in case Board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of the Company or the head of the Company, as the case may be, in compliance with the provisions of the SEBI PIT Regulations;
"***Connected Person***"	Shall mean: (i) any person who is or has been, during the six months prior to the concerned act, associated with the Company, in any capacity, directly or indirectly, 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, whether temporary or permanent, with the Company that allows such person, directly or indirectly, access to UPSI 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) A 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 Act, 1992, as amended, 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 Act; or h) an official or an employee of a self-regulatory organization recognized or authorized by SEBI; or i) a banker of the Company; or j) a concern, firm, trust, Hindu Undivided Family, company or association of persons wherein a director of the Company or his relative or banker of the Company, has more than ten per cent, of the holding or interest;

	or k) a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or l) a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d).
*"**Designated Person**"*	shall mean a person occupying any of the following position in the company: (i) Promoters and promoter group of the Company; (ii) All Directors on the Board; (iii) All Key Managerial Personnel; (iv) All Senior Managerial Personnel; (v) All General Manager & Above (vi) All Employees (above manager grade) in the Finance & Accounts, Legal, Secretarial & Compliance, Investor Relations, Communications and Media Communications departments; (vii) All employees who are attached to Directors/MD/CEO's Office; (viii) Internal Auditors, Statutory Auditors, Secretarial Auditors, Consultants and Advisors of the Company; (ix) Any other person who on the basis of their role and function in the Company, is reasonably expected to have access to UPSI(s) relating to the Company, as may be decided by the Chairman / Managing Director / Whole-Time Director / Joint- Managing Director / compliance Officer, from time to time.
"***Dealing in Securities***"	shall mean an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent but shall not include a gift of securities to immediate relatives or within the promoter group;
"***Directors***"	shall mean all the members of the Board of Directors of the Company, including the Independent Directors.
"***Generally Available Information***"	shall mean information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media;
"***Insider***"	As defined under Clause 2 (g) of the SEBI PIT Regulations, shall mean any person who is a Connected Person; or who is in possession of or having access to UPSI;
"***Insider Trading***"	shall mean actions where insiders use UPSI to arrive at securities trading/dealing (including buying as well as selling) decisions;
"***Immediate relative***"	shall mean a spouse of a person and includes the 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;
"***Material Financial Relationship*** "	means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a

	designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions."
"***Need-to-Know***"	shall mean that the UPSI should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
"***Promoter***"	shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
"Relative"	shall mean the following:- ***(i)*** spouse of the person; ***(ii)*** parent of the person and parent of its spouse; ***(iii)*** sibling of the person and sibling of its spouse; ***(iv)*** child of the person and child of its spouse; ***(v)*** spouse of the person listed at sub-clause (iii); and ***(vi)*** spouse of the person listed at sub-clause (iv)
"***SEBI***"	shall mean the Securities and Exchange Board of India and any amendments thereto;
"***SEBI PFUTP Regulations***"	shall mean the SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003 and any amendments thereto.
"*SEBI PIT Regulations*"	shall mean the SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto;
"***Securities***"	shall have the meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 or any modification thereof except units of a mutual fund;
"*Stock Exchange*"	shall mean the BSE Limited, National Stock Exchange of India and any other stock exchange, which is recognized by the Central Government or SEBI under the Securities Contracts (Regulation) Act, 1956 and any amendments thereto;
"*Specified*"	means specified by SEBI in writing;
"*Takeover Regulations*"	means SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
"*Trading*"	means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
"*Trading Day*"	means a day on which recognized Sock Exchanges are open for Trading;
"*Trading Window*"	means a trading period for Trading in Company's Securities as specified by the Company from time to time;
"*Unpublished Price Sensitive Information*"/ "*UPSI*"	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 following:

(i) Financial Results;
(ii) Dividends;
(iii) Change in capital structure;
(iv) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
(v) Changes in Key Managerial Personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
(vi) change in rating(s), other than ESG rating(s);
(vii) fund raising proposed to be undertaken;
(viii) agreements, by whatever name called, which may impact the management or control of the company;
(ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
(x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
(xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
(xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
(xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
(xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
(xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
(xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals

D. Role of Compliance Officer

1. The Compliance Officer shall report on Insider Trading to the Board of the Company and in particular, shall provide reports on matters relating to prevention of Insider trading as specified in the Policy to the Audit Committee, if any, on quarterly basis.

2. The Compliance Officer shall assist all employees in addressing any clarifications regarding the Regulations and Company's Code of Conduct.

3. The duties of the Compliance Officer shall include the following:

a) He shall be responsible for monitoring implementation of the Policy and procedures under the overall supervision of the Board. Accordingly, the compliance officer shall report to the board and in particular provide reports to the Chairperson of the Audit Committee, at such frequency as may be stipulated by the board of the Company, but not less than once in year.

b) He shall assist all the employees in addressing any clarification regarding the Policy and SEBI PIT Regulations and, for this purpose, shall also extend necessary guidance to the Designated Persons and Insiders of the Company with respect to the interpretation and application of the SEBI PIT Regulations as well as the Company's Code.

c) He shall have authority to approve or reject the trading plans, submitted to him by the insiders of the UPSI, in the Company and responsibility to publicly disclose the trading plan and notify the approved plan to the stock exchanges on which the securities of the Company are listed and while exercising such authority, the Compliance Officer may seek necessary declarations from applicants to ensure that no UPSI is in possession before granting approval.

d) He shall maintain a record of Designated Persons and any changes made to the list of Designated Persons ensuring that such records are kept updated, accurate, and secured.

e) He may in consultation with the chairman and/or managing director and shall as directed by the Board, specify prohibited period from time to time and immediately make an announcement thereof;

f) He shall be responsible for opening, closing re-opening of the trading window for the concerned Designated Person. The trades made when trading window is open shall be subject to pre-clearance by the compliance officer, provided it crosses the threshold of Rs. 10,00,000/- as stipulated by the Board of Directors of the Company.

g) He shall maintain records of all the declarations submitted in the appropriate form given by the Designated Persons ;

h) He shall monitor adherence to the rules for the preservation of unpublished price sensitive information by the Designated Persons and initiate necessary action in case of suspected lapses or violations;

i) He shall monitor trades and the implementation of this Code under the overall supervision of the Board;

j) He shall inform all Stock Exchanges on which the securities of the Company are listed, the information received under as required and disclose to the extent, as required under rules and regulations promulgated by the Securities and Exchange Board of India or the Stock Exchanges;

k) He shall place details of the dealing in the securities by Designated Persons before the Managing Director/Chief Executive Officer on quarterly basis and the accompanying documents that such persons had executed under the pre- dealing procedure as mentioned in this Policy;

l) He shall implement the punitive measures or disciplinary action prescribed for any violation or contravention of the Policy and, in addition, shall be responsible for monitoring compliance with contra trade restrictions. The Compliance Officer may grant relaxation from this restriction with reasons recorded in writing, provided such relaxation does not violate the SEBI PIT Regulations. This restriction shall not apply to trades pursuant to exercise of stock options;

m) He shall do all such things as provided in the SEBI PIT Regulations and as may be prescribed by SEBI from time to time.

E. Preservation of "Price Sensitive Information"

1. Insider Persons shall maintain the confidentiality of all UPSI.

2. Such persons shall also not pass on such information to any person directly or indirectly by means such as making a recommendation for the purchase or sale of securities etc.

3. All UPSI shall be handled within the Company on a Need-to-Know basis and no UPSI shall be communicated to any person except in furtherance of the Insider's legitimate purposes, performance of duties or discharge of his/her legal obligations.

   For the purpose of this clause, the term "**Legitimate Purposes**" may be referred from the Code of Practices and Procedures for Fair Disclosure of UPSI.

4. UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

   a) an obligation to make an open offer under the Takeover Regulations where the Board of the Company is of informed opinion that sharing of such information is in the best interests of the Company; or

   b) not attracting the obligation to make an open offer under the Takeover Regulations but where the Board of the Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board may determine to be adequate and fair to cover all relevant and material facts.

   However, 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 limited purpose as mentioned in clause above, and shall not otherwise trade in securities of the Company when in possession of UPSI.

5. The Board of Directors of the Company of every person required to handle UPSI shall ensure that a structured digital database is maintained containing the nature of UPSI and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

   Provided that entry of information, not emanating from within the organization, in structured digital database may be done not later than 2 calendar days from the receipt of such information.

6. The Board of Directors of the Company of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

F. <u>Communication or procurement of UPSI</u>

1. No Insider shall communicate, provide, or allow access to any UPSI, relating to the Company or 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.

2. No person shall procure from or cause the communication by any Insider of UPSI, relating to the Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

3. Notwithstanding anything contained herein, UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction pursuant to Regulation 3 of the SEBI PIT Regulations.

G. Trading when in possession of UPSI

No Insider shall trade in the equity shares of the Company when in possession of UPSI except as allowed under the Regulation 4(1) of the SEBI PIT Regulations.

H. Prohibition of certain dealings in securities

1. No person shall directly or indirectly:
   a) buy, sell or otherwise deal in securities in a fraudulent manner;
   b) use or employ, in connection with issue, purchase or sale of any security listed or proposed to be listed in a recognized stock exchange, any manipulative or deceptive device or contrivance in contravention of the provisions of the Act or the rules or the regulations made there under;
   c) employ any device, scheme or artifice to defraud in connection with dealing in or issue of securities which are listed or proposed to be listed on a recognized stock exchange;
   d) engage in any act, practice, course of business which operates or would operate as fraud or deceit upon any person in connection with any dealing in or issue of securities which are listed or proposed to be listed on a recognized stock exchange in contravention of the provisions of the Act or the rules and the regulations made there under.

I. Prohibition of manipulative, fraudulent and unfair trade practices

1. Without prejudice to the provisions of Clause H of this Code, no person shall indulge in a manipulative, fraudulent or an unfair trade practice in securities markets.

2. Dealing in securities shall be deemed to be a fraudulent or an unfair trade practice if it involves any of the following, namely:
   a) knowingly indulging in an act which creates false or misleading appearance of trading in the securities market;
   b) dealing in a security not intended to effect transfer of beneficial ownership but intended to operate only as a device to inflate, depress or cause fluctuations in the price of such security for wrongful gain or avoidance of loss;
   c) inducing any person to subscribe to an issue of the securities for fraudulently securing the minimum subscription to such issue of securities, by advancing or agreeing to advance any money to any other person or through any other means;
   d) inducing any person for dealing in any securities for artificially inflating, depressing, maintaining or causing fluctuation in the price of securities through any means including by paying, offering or agreeing to pay or offer any money or money's worth, directly or indirectly, to any person;
   e) any act or omission amounting to manipulation of the price of a security including, influencing or manipulating the reference price or benchmark price of any securities;
   f) knowingly publishing or causing to publish or reporting or causing to report by a person dealing in securities any information relating to securities, including financial results, financial statements, mergers and acquisitions, regulatory approvals, which is not true or which he does not believe to be true prior to or in the course of dealing in securities;
   g) entering into a transaction in securities without intention of performing it or without intention of change of ownership of such security;
   h) selling, dealing or pledging of stolen or counterfeit or fraudulently issued security whether in physical or dematerialized form:
      Provided that if:
      a. the person selling, dealing in or pledging stolen, counterfeit or fraudulently issued securities was a holder in due course; or
      b. the stolen, counterfeit or fraudulently issued securities were previously traded on the market through a Bonafide transaction;
      c. such selling, dealing or pledging of stolen, counterfeit or fraudulently issued securities shall not be considered as a manipulative, fraudulent, or unfair trade practice.
   i) disseminating information or advice through any media, whether physical or digital,

which the disseminator knows to be false or misleading in a reckless or careless manner and which is designed to, or likely to influence the decision of investors dealing in securities;

j) a market participant entering into transactions on behalf of client without the knowledge of or instructions from client or mis-utilizing or diverting the funds or securities of the client held in fiduciary capacity;

k) circular transactions in respect of a security entered into between persons including intermediaries to artificially provide a false appearance of trading in such security or to inflate, depress or cause fluctuations in the price of such security;

l) fraudulent inducement of any person by a market participant to deal in securities with the objective of enhancing his brokerage or commission or income;

m) an intermediary predating or otherwise falsifying records including contract notes, client instructions, balance of securities statement, client account statements;

n) any order in securities placed by a person, while directly or indirectly in possession of information that is not publicly available, regarding a substantial impending transaction in that securities, its underlying securities or its derivative;

o) knowingly planting false or misleading news which may induce sale or purchase of securities.

p) mis-selling of securities or services relating to securities market;
Explanation - "mis-selling" means sale of securities or services relating to securities market by any person, directly or indirectly, by─

- knowingly making a false or misleading statement, or
- knowingly concealing or omitting material facts, or
- knowingly concealing the associated risk factors, or
- not taking reasonable care to ensure the suitability of the securities or service to the buyer.

q) illegal mobilization of funds by sponsoring or causing to be sponsored or carrying on or causing to be carried on any collective investment scheme by any person:

Note – *This list is not exhaustive and will include any act falling within the purview of clause H of this Code, even if it does not form part of the acts mentioned in clause I of this Code.*

J. Prohibition on dealing, communication or counseling on matters relating to insider trading

1. No insider when in possession of unpublished price sensitive information shall:
   a) either on his behalf, or on behalf of any other person, deal in securities on the company; or
   b) communicate or counsel directly or indirectly, any unpublished information to/from any person.

K. Restrictions and procedures for directors, officers and designated persons while dealing in securities of the Company

Designated Persons may deal in Securities subject to compliance with the SEBI PFUTP Regulations, SEBI PIT Regulations and this Policy.

1. Prohibition in dealing in securities other than during a valid trading window:

   All Designated Persons shall conduct all their dealings in the securities of the Company only in a valid trading window prescribed hereunder and shall not deal in any transactions involving the purchase or sale of the Company's securities during the period when the trading window is closed.

2. Valid trading window for dealing in securities of the company:
   a) The 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 this Policy;
   b) Designated Persons and their immediate relatives shall not trade in the Company’s securities when the trading window is closed.

Other than the period so determined by the Compliance Officer, the Trading Window shall remain mandatorily closed in respect of specified events, including but not limited to:

- Declaration of financial results (quarterly and annual);
- Declaration of dividends (interim and final);
- Issue of securities by way of public/rights/bonus etc.;
- Any major expansion plans or execution of new projects;
- Amalgamation, mergers, takeovers and buy-back;
- Disposal of whole or substantially the whole of the undertaking;
- Acquisition, de-merger, restructuring, scheme of arrangement, spin-off of divisions etc.;
- Consolidation / splitting of shares;
- Voluntary de-listing of shares by the Company;

c) 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.

d) Prohibited period means:

- The period beginning with the day when the intimation of the Board/ Committee meeting is given to the Stock Exchanges to consider any price-sensitive information and in any event shall not be earlier than 48 hours after the time the Unpublished Price Sensitive Information is made public; and
- Such other period as may be specified by the Compliance Officer from time to time in consultation with the Chairman and/or Managing Director.

L. Chinese Wall

a. Areas of the Company which routinely have access to confidential information, shall be considered "inside areas" and be separated from those areas which deal with sale/marketing/investment advice or other departments providing support services, considered "public areas" by a “Chinese Wall”.

b. The employees in the inside area shall not communicate any confidential information/UPSI to anyone in public area.

c. In exceptional circumstances employees from the public areas may be brought "over the wall" and given confidential information/UPSI on "need to know" basis criteria in furtherance of their legitimate purposes, performance of duties or discharge of legal obligations.

M. Procedures for dealing in the securities of the company

1. Pre-Clearance of Trading in Securities of the Company:

All Designated Persons who intend to deal in securities of the Company in their own name or in the name of their dependent family members (above the minimum Threshold Limit), shall obtain pre-clearance of the transactions as per the pre- dealing procedure as described hereunder. However, no Designated Person shall apply for pre-clearance of any proposed trade if such person is in possession of UPSI even if the trading window is not closed.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

2. Procedure for Pre-clearance of Trade

a) An application for pre-clearance of trade shall be made in specified format to the Compliance Officer, as provided under ‘Form D'.

b) An undertaking in ‘Form E’ shall be executed in favour of the Company by such persons incorporating, inter-alia, the following clauses, as may be applicable:

- Designated Person does not have any access or has not received ‘Unpublished

Price Sensitive Information';

- He/she has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public;
- That he or she has not contravened the Policy as notified by the Company from time to time; and
- That he or she has made a full and true disclosure in the matter.

c) The Compliance Officer shall consider the application made as above and shall issue the order as specified.

3. Threshold limit

The pre-clearance shall not be necessary, if the aggregate trade value of shares to be traded in a quarter in one or more transactions does not exceed Rs. 10,00,000/- (Ten Lacs)

4. Validity of Pre-clearance period

Designated Persons shall execute their order in respect of securities of the Company within Seven Trading Days after the approval of pre-clearance is given and shall file within two trading days of execution of the trade, the details of such trade, with the Compliance Officer. If the order is not executed within the time specified, he/she shall obtain pre-clearance again.

5. Restricted Period

All Designated Persons who buy or sell Securities shall not enter into an opposite transaction i.e., sell or buy during next six month following the prior transaction ("**Restricted Period**"). All Designated Persons shall also not take positions in derivate transaction in the Securities at any time. In case of any contra trade being executed, inadvertently or otherwise, in violation of such a restriction the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

6. Contra Trade

Any buy/sell trade undertaken by a Designated Person (DP) and/or their immediate relative, within six (6) months of an earlier sell/buy trade respectively, where both the trades have been executed in the open market, shall be deemed a contra trade. The restriction shall apply collectively to all holdings under the PAN of the Designated Person, irrespective of the capacity in which the shares are held. The restriction shall be reckoned on a date-wise basis, i.e., six (6) months shall be counted from the date of the last transaction. In respect of Employee Stock Options (ESOPs), subscribing, exercising and subsequent sale of ESOP shares shall not attract contra trade restrictions. Further, if the ESOP shares are sold in multiple transactions, the same shall not be treated as contra trade; however, all other provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 shall apply to such sale.

The Compliance Officer may grant relaxation from strict application of contra trade restrictions, for reasons to be recorded in writing, provided that such relaxation does not contravene the Regulations. In case a contra trade is executed, inadvertently or otherwise, in violation of the above restrictions, the profits arising from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund.

N. Trading Plan

1. Trading plan is a plan under which a Designated Person can trade in Securities even when trading window is closed. It gives an option to Insiders who may be perpetually in possession of UPSI and enabling them to trade in Securities in a compliant manner. This provision would

enable the formulation of a trading plan by a Designated Person to enable him to plan for trades to be executed in future. By doing so, the possession of UPSI when a trade under a trading plan is actually executed would not prohibit the execution of such trades that he had pre-decided even before the UPSI came into being.

2. An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval in '**Form F**' and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

3. Trading Plan shall:
   a) not entail commencement of trading on behalf of the Insider earlier than one hundred and twenty calender days from the public disclosure of the Plan.
   b) not entail overlap of any period for which another trading plan is already in existence;
   c) set out following parameters for each trade to be executed:-
      (i) either the value of trades to be effected or the number of securities to be traded;
      (ii) nature of the trade;
      (iii) either specific date or time period not exceeding five consecutive trading days; and
      (iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
         (a) for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
         (b) or a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

      Explanation :
      (i) While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause (iv) shall be optional.
      (ii) The price limit in sub-clause (iv) shall be rounded off to the nearest numeral.
      (iii) Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.
   d) not entail trading in securities for market abuse.

4. The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

   Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan and that trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

5. The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

   However, the implementation of the trading plan shall not be commenced if any UPSI in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.

6. If the insider has set a price limit for a trade under the approved trading plan, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

7. In case of non-implementation (full/partial) of trading plan due to either reasons Enumerated in para (3) or (5) above or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted;
   a) The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.
   b) Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.
   c) The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.
   d) In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.

8. The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

O. Disclosures of trading by Insiders

1. General Provisions:

   a) Every public disclosure herein shall be made in such form as may be specified.

   b) The disclosures to be made by any person under this Part shall include those relating to Trading by such person's immediate relatives, and by any other person for whom such person takes Trading decisions.

   c) The disclosures of Trading in securities shall also include Trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of set-out herein. Provided that Trading in derivatives of securities is permitted by any law for the time being in force.

   d) The disclosures made under this part shall be maintained by the Company, for a minimum period of five years, in such form as may be specified.

2. Disclosures by certain persons:

   a) Initial Disclosures: Every person on appointment as 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 in '**Form A'** within seven days of such appointment or becoming a promoter.

   b) Continual Disclosures: Every promoter, member of the promoter group, designated person and director of every company shall disclose to the company in '**Form B**' the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified.
   Explanation :
      i. The disclosure requirement applies irrespective of the mode of acquisition or disposal, except in the case of bonus issuance and shares received pursuant to a scheme of arrangement.

For the purpose of these disclosures, transactions undertaken by a designated person shall include those carried out by their immediate relatives and by any other person for whom such designated person takes trading decisions. Accordingly, continual disclosure obligations extend not only to the designated person but also to their immediate relatives and such other persons on whose behalf trading decisions are taken.

3. Disclosure by the Company

a) The Company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

b) However, the disclosure of the incremental transactions after any disclosure by the Company, shall be made when the transactions effected after the prior disclosure cross the threshold specified above in sub-clause 2(b) – 'Continual Disclosures'.

4. Disclosures by other Connected Persons. Any company whose securities are listed on a stock exchange may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in '**Form C**' and at such frequency as may be determined by the company in order to monitor compliance with the SEBI PIT Regulations.

P. Disclosure by Designated Persons

Every Designated Person shall disclose with the Company 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 numbers which are used by them.

In addition, the names of educational institutions from which Designated Persons have graduated, and names of their past employers shall also be disclosed on a one-time basis.

Q. Penalty for contravention of the Policy

Every employee, Connected and Designated Persons shall be individually responsible for complying with the applicable provisions of this Policy (including to the extent the provisions hereof are applicable to their immediate relatives).

a) The persons who violate this Policy shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action by the Company as mentioned in Annexure- II, which in respect of an employee may include wage freeze, suspension or termination of employment.

b) Action taken by the Company for violation of the Policy against any person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.
In case it is observed by the Compliance Officer that there has been a violation of the Policy by any person, he/she shall forthwith inform the Compensation Committee of the Company about the violation. The penal action will be initiated on obtaining suitable directions from the Compensation Committee.

The Compliance Officer shall simultaneously inform SEBI and stock exchange about such violation. The person, against whom information has been furnished by the Company/Compliance Officer to SEBI for violations of the Policy, shall provide all information and render necessary co-operation as may be required by the Company/Compliance Officer or SEBI in this connection.

R. Applicability

In case of any inconsistency between any clause / provision of this Code and the provisions of the PIT Regulations including any amendments / updates thereto or any other applicable law on the subject, the provisions of the PIT Regulations including any amendments / updates thereto or any other applicable law shall prevail over this Code.

S. RIGHT TO CHANGE OR AMEND CODE

The Audit Committee has the right to change / amend this Code from time to time and / or in pursuance of any amendments made to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Compliance officer has the right to amend the list of Designated Persons, from time to time.

****

FORM "A"

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a Key Managerial Personnel/Director/ /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 with contact nos.	Category of Person (KMP / Directors/ Promoters/ member of the promoter group/ immediate relative to/others etc.)	Date of appointment of KMP/ Director / OR Date of becoming Promoter/member of the promoter group	Securities held at the time of appointment of KMP / Director /Or upon becoming Promoter/ member of the promoter group		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights Entitlements, etc.)	No.	

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 on the securities of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of 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 appointment of Director/KMP or upon becoming Promoter / member of the promoter group			Open Interest of the Option contracts held at the time of appointment of Director/KMP or upon becoming promoter / member of the promoter group		
Contract Specification	Number of units (contracts *lot size)	Notional value in Rupees terms	Contract Specification	Number of units (contracts *lot size)	Notional value in Rupees terms

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 (2) read with Regulation 6(2) & – Continual disclosures]

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter/ members of the promoter group/ Designated Person/ Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/ DIN, & address with contact nos.	Category of Person (Promoter / Promoter Group/ Designated Person/ Director / immediate relative to/others etc.	Securities held prior to acquisitions/ disposal		Securities acquired /Disposed				Securities Held post acquisitions/ 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.)	Exchange on which the trade was executed
		Type of security (for eg. Shares, Warrants, Convertible Debenture etc.)	No. and % of such Shareholding	Type of security (for eg. Shares, Warrants, Convertible Debenture etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke / Invoke	Type of security (for eg. Shares, Warrants, Convertible Debenture etc.)	No. and % of such Shareholding	From	To			

Note: *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015 Value of transaction excludes taxes/brokerage/any other charges*

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relative of such persons 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
Types of Contract	Contract Specifications	Buy		Sell		
		Notional Value	Number of units (contract*lot size)	Notional Value	Number of units (contract *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:

FORM C (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 acquisitions/ disposal		Securities acquired /Disposed				Securities Held post acquisitions/ disposal		Date of allotment advice/ acquisition of shares/ disposal of shares specify		Date of intimation to the company	Mode of acquisition/ disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of Security (for eg. Shares, Warrants, Convertible Debenture, Rights Entitlement, etc.)	No. and % of such Shareholding	Type of security (for eg. Shares, Warrants, Convertible Debenture, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/ Sale/ Pledge / Revoka tion / Invokation / others please Specify)	Type of security (for eg. Shares, Warrants, convertible debenture, Rights entitlement, etc.)	No. and % of such Shareholding	From	To			

Note: *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015; Value of transaction excludes taxes/brokerage/any other charges*

Details of Trading in derivatives on the securities of the Company 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
Types of Contract	Contract Specifications	Buy		Sell		
		Notional Value	Number of units (contract*lot size)	Notional Value	Number of units (contract *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:

FORM "D"

APPLICATION FOR APPROVAL OF TRADING PLAN

To,
The Compliance Officer,
Alcobrew Distilleries India Limited

From:
Name:

Dear Sir,

Date: _____

Sub: Application for Approval of Trading Plan

I _____ hereby inform that, I have gone through the Code of Conduct for prevention of Insider Trading and I seek your approval of the trading plan ("**plan**") which I will execute after the expiry of 120 days from the public disclosure of the plan, if approved by you.

Name of Promoter / Director/ KMP/ Designated Person/ Company/ Connected Person	Nature of Relationship	No. of Shares held as on Date of this application	No. of Shares to be purchased or disposed off	Probable period for purchase or disposal	Folio No./ DP ID, if any

I enclose herewith the Undertaking signed by me.

Signature: …….

Name & Designation: ……

Date: ……..

Place: …….

UNDERTAKING

With reference to my application for approval of trading plan, I solemnly confirm and declare:

1. I, _____, holding a position/designation of _____ in the Company, as (Designated person / Specified Person) do hereby undertake to adhere to the terms, conditions and restrictions contained in the Code, as are currently in force.

2. I understand that any misrepresentation and/or false undertaking given herein may attract penalties as laid down under the Code.

3. That, I do not have access to, or have not had access to Unpublished Price Sensitive Information (UPSI) by virtue of my position or connection in the Company or otherwise, up to the time of signing this Undertaking.

OR

By virtue of my position in the Company I have access to Unpublished Price Sensitive Information (UPSI) or I may deemed to be perpetually in possession of UPSI. Hence, I have submitted a Trading Plan to you on _____. I am now proposing to trade in the Securities of the Company as per my application dated _____ in compliance of the Trading Plan.

4. That, I shall obtain the pre-clearance of the Compliance Officer, before dealing in the Securities of the Company.

5. That, I will only sell/purchase the Securities of the Company for the reasons as mentioned in the application and will not buy/sell the Securities of the Company during the period Trading Window is closed.

6. That, in case I have access to or receive or am in possession of UPSI after the signing of the Undertaking but before the execution of the transaction, I shall inform the Compliance Officer.

OR

That I have access to and in possession of UPSI by virtue of my office as Director / KMP / Promoter or Member of Promoter group/ Connected Person/ Designated Person/Specified Person and that I would completely refrain from dealing in the Securities of the Company until 48 hours after such information becomes public.

7. That, I have not contravened the rules and other provisions contained in the Code currently in force.

8. That, I have made full and true disclosure in the matter.

9. That, I hereby indemnify the Company as below.

   (a) To hold the Company and the Compliance Officer faultless in the event of any investigation against me for insider trading by any regulatory authority.
   (b) To make good to the Company and the Compliance Officer all economic losses, fines or penalty if any, imposed on the Company as a result of any investigation by any regulatory authority / authorities into any of the transactions entered into by me in dealing with the Securities of the Company.
   (c) To compensate the Company and the Compliance Officer for and towards all legal expenses incurred in defending itself in such investigations, including advocates 'fees.

10. That, I shall be liable for punitive action and/or Company imposed sanctions for contravention of the Code apart from any action that may be taken against me by any regulatory authorities if it is proved that I have violated the SEBI (Prohibition of Insider Trading) Regulations,2015.

11. That, I shall be bound by the Laws of India, in respect of this Undertaking and shall be subject to the jurisdiction of the Courts at Chennai only.

Signature: …….

Name & Designation: ……

Date: ……..

Place: …….

Form "E"

UNDERTAKING FOR PRE-CLEARANCE OF TRADE IN SECURITIES

To,
The Compliance Officer,
Alcobrew Distilleries India Limited

From:
Name:

Dear Sir,

Date: _____

Sub: Application for Pre-Clearance of Trade in Securities

I _____ hereby inform that, I have gone through the Code of Conduct for prevention of Insider Trading and I seek your pre-clearance of trade in securities.

Name of Promoter / Director/ KMP/ Designated Person/ Company/ Connected Person	Nature of Relationship	No. of Shares held as on Date of this application	No. of Shares to be purchased or disposed off	Probable period for purchase or disposal	Folio No./ DP ID, if any

I enclose herewith the Undertaking signed by me.

Signature: …….

Name & Designation: ……

Date: ……..

Place: …….

UNDERTAKING

With reference to my application seeking pre-clearance of trade in securities, I solemnly confirm and declare:

1. I, _____, holding a position/designation of _____ in the Company, as (Designated person / Specified Person) do hereby undertake to adhere to the terms, conditions and restrictions contained in the Code, as are currently in force.

2. I understand that any misrepresentation and/or false undertaking given herein may attract penalties as laid down under the Code.

3. That, I do not have access to, or have not had access to Unpublished Price Sensitive Information (UPSI) by virtue of my position or connection in the Company or otherwise, up to the time of signing this Undertaking.

OR

By virtue of my position in the Company I have access to Unpublished Price Sensitive Information (UPSI) or I may deemed to be perpetually in possession of UPSI. Hence, I have submitted a Trading Plan to you on _____. I am now proposing to trade in the Securities of the Company as per my application dated _____ in compliance of the Trading Plan.

4. That, I shall obtain the pre-clearance of the Compliance Officer, before dealing in the Securities of the Company.

5. That, I will only sell/purchase the Securities of the Company for the reasons as mentioned in the application and will not buy/sell the Securities of the Company during the period Trading Window is closed.

6. That, in case I have access to or receive or am in possession of UPSI after the signing of the Undertaking but before the execution of the transaction, I shall inform the Compliance Officer.

OR

That I have access to and in possession of UPSI by virtue of my office as Director / KMP / Promoter or Member of Promoter group/ Connected Person/ Designated Person/Specified Person and that I would completely refrain from dealing in the Securities of the Company until 48 hours after such information becomes public.

7. That, I have not contravened the rules and other provisions contained in the Code currently in force.

8. That, I have made full and true disclosure in the matter.

9. That, I hereby indemnify the Company as below.

   (a) To hold the Company and the Compliance Officer faultless in the event of any investigation against me for insider trading by any regulatory authority.
   (b) To make good to the Company and the Compliance Officer all economic losses, fines or penalty if any, imposed on the Company as a result of any investigation by any regulatory authority / authorities into any of the transactions entered into by me in dealing with the Securities of the Company.
   (c) To compensate the Company and the Compliance Officer for and towards all legal expenses incurred in defending itself in such investigations, including advocates 'fees.

10. That, I shall be liable for punitive action and/or Company imposed sanctions for contravention of the Code apart from any action that may be taken against me by any regulatory authorities if it is proved that I have violated the SEBI (Prohibition of Insider Trading) Regulations,2015.

11. That, I shall be bound by the Laws of India, in respect of this Undertaking and shall be subject to the jurisdiction of the Courts at Chennai only.

Signature: …….

Name & Designation: ……

Date: ……..

Place: …….

F-I

CODE OF PRACTICE & PROCEDURE FOR FAIR DISCLOSURE

The code aims at prompt public disclosure of Unpublished Price Sensitive Information ("**UPSI**") that would impact price discovery so as to make such information generally available. The disclosure shall be done no sooner than credible and concrete information comes into being. The code also covers the practices and procedures for fair disclosure of UPSI.

1. Uniform and universal dissemination of UPSI shall be ensured to avoid selective disclosure. In case of selective dissemination of UPSI inadvertently or otherwise, it shall be ensured promptly to make such information generally available.

2. The Company and Designated Persons shall maintain confidentiality of all UPSI shall communicate the same purely on need-to-know basis and shall not communicate to any unauthorized person or on selective basis.

3. The Company shall promptly disclose UPSI once such credible and concrete information comes into being.

4. The Company shall disclose UPSI by making its prompt disclosure with sufficient and unambiguous details to the stock exchange on which its securities are listed. The company shall also disclose UPSI on its website.

5. In case the company finds that any UPSI has been disclosed selectively, inadvertently or otherwise, it shall promptly disclose and disseminate as soon as the circumstances permit such information to make it uniformly and non-discriminatorily available to the general public.

6. The Company designates its 'Company Secretary' as its Chief Investor Relations Officer and entrusts him with the function of dissemination and disclosure of UPSI. Whenever Company Secretary is not available, chairman and managing director shall be the chief investor relations officer.

7. The Company shall ensure that no UPSI is shared with the analysts and researchers on a selective basis.

8. The Company shall ensure that its conferences with analysts and investors shall be open to participation by all analysts, shareholders and other investors.

9. The Company shall make transcripts or records of proceedings of its meetings with analysts/investor conferences and make the same accessible to all by uploading them on its website.

ANNEXURE -II

Penalty for contravention of the code of conduct

Categories of Non-compliance	**Penalty / Disciplinary Action**
A. Substantive Non-compliance	
1. Trading during prohibited period	Any of the following actions or a combination thereof depending upon severity of each case: i. Issue a Reprimand Letter, or ii. Up to two times the amount of gain made or loss avoided; or iii. Up to Gross one month salary; or iv. Recovery, clawback; or v. Termination from service; or vi. Debar from trading in Company's shares for a period as determined and deemed fit by the Company
2. Undertaking opposite transactions / derivatives transactions or Contra-trade	
3. Trading without seeking pre-clearance of trades	
4. Non-implementation (full/partial) of trading plan	
B. Procedural Non-compliance	
1. Non submission or delay in submission of post-transaction disclosure (Form C)	• Warning notice for the first instance of non-compliance; and • For every repeated act – a fine up to Rs. 25,000/-
C. Non-compliance pertaining to UPSI	
1. Trading on basis of UPSI	When SEBI establishes that the person possessed UPSI at the time of trading / recommendation was made on basis of UPSI or communication of UPSI was done; in such cases the Company can take action for such violation of Insider Trading Regulations which may extend up to termination of service. Additionally, the Company may take disciplinary action against a person, including, monetary penalty, wage freeze, suspension, recovery, claw back, termination etc., in line with the Policy and Procedure for Inquiry in case of leak or suspected leak of UPSI.
2. Making recommendations directly or indirectly on basis of UPSI	
3. Communication / passing of UPSI	

Notes:

1. *Penalties recovered as per framework will be remitted to SEBI Investor Protection and Education Fund account.*

2. *Repetitive violations can lead to higher severity of action*