

MINDA CORPORATION LIMITED
CODE OF CONDUCT FOR REGULATING, MONITORING AND
REPORTING TRADING BY DESIGNATED PERSONS & THEIR
IMMEDIATE RELATIVES

INDEX:-

Sl. No.	Topic	Page No.
CHAPTER – 1: INTRODUCTION		
1	The Policy and Obligations	03
2	Applicability	03
3	Definitions	03
CHAPTER – 2: ADMINISTRATION OF CODE		
4	Administration of the Code by Compliance officer	09
CHAPTER – 3: RESTRICTION ON SHARING, COMMUNICATION, PROCUREMENT OF UPSI AND FORMULATION OF CHINESE WALLS		
5	Restriction on sharing or communication of UPSI and norms for Chinese walls	10
6	Chinese Wall	11
CHAPTER – 4: TRADING BY DESIGNATED PERSONS		
7	Trading Window	12
8	Pre-clearance of trades	13
9	Contra Trading or Minimum period of holding of securities	14
10	Trading while in possession of UPSI:	15
11	Trading Plan	16
CHAPTER – 5: DISCLOSURE BY DESIGNATED PERSONS		
12	Disclosure Requirements	18
CHAPTER – 6: MISCELLANEOUS		
		19

13	Introduction of Individuals on sensitive transactions that may involve or give rise to UPSI	19
14	Penalty for Contravention of the Code	19
15	Information to SEBI in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended	20
ANNEXURES		
Annexure 'I'	Application For Pre-Dealing Approval	21
Annexure 'II'	Undertaking/ Declaration to be Accompanied with the Application for Pre-rading	
Annexure 'III'	Application for Pre-clearance	
Annexure 'IV'	Pre- Clearance Order	
Annexure 'V'	Code of Practices and Procedures for fair Disclosure of Unpublished Price Sensitive Information	
FORMS		
'A'	Form for initial disclosure by Existing Promoter/Director/KMP and other such persons	
'B'	Form for initial disclosure of details of shares held by Promoter/Director/KMP at the time of becoming Promoter and Appointment respectively.	
'C'	Form for continual disclosure of details of Change in holding of Securities of every Promoter, Employee and Director	
'D'	Form for continual disclosure of transaction by other connected persons as identified by the Company	

CHAPTER – 1: INTRODUCTION

1. The Policy and Obligations

- 1.1** The Company endeavors to preserve the confidentiality of Un-published Price Sensitive Information (“UPSI”) and to prevent misuse of such information. The Company is committed to deal with all stakeholders with full transparency and fairness, ensuring adherence to all laws and regulations and achieving highest standards of corporate governance.
- 1.2** Every Designated Person of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the company. No Designated Person should use his or her position or knowledge of the Company to derive any personal benefit for self or any third party.
- 1.3** To achieve these objectives, Minda Corporation Limited (hereinafter referred to as "**the Company**") hereby notifies Minda Corporation Limited Code of Conduct for Regulating, Monitoring and reporting trading by Designated Persons (“Code”). This code will be followed by all Designated persons and their immediate relatives.
- 1.4** The Code shall continue to be in force until the Regulations under which the said Code has been framed, be repealed by the SEBI or is subject to change pursuant to any amendments thereof in the said Regulations.

2. Applicability

- 2.1** This Code shall apply to all Designated Persons and Immediate relatives of Designated Persons.
- 2.2** The expression “Designated Person” in any portion of this Code shall be construed as if it included his immediate relatives.

3. Definitions

- 3.1** In this Code, unless the context otherwise requires:
- (i) “**Associate Company**” or “**Associate**” means a Company as defined in section 2(6) of the Companies Act, 2013 or under Regulation 2 of SEBI (LODR) Regulations, as amended from time to time;

- (ii) **“Board of Directors (Board)”** means Board of Directors of the Company.
- (iii) **“Chinese Wall”** means an information barrier of the Designated Person that safeguards and handle the un-published price sensitive information within the organisation on need to know basis and prevents any communication except in furtherance of legitimate purpose, performance of duties or discharge of legal obligations. .
- (iv) **“Code”** Minda Corporation Limited Code of Conduct for Regulating, Monitoring and reporting trading by Designated Persons.
- (v) **“Company”** means Minda Corporation Limited, a company incorporated under the Companies Act, 1956 and having its registered office at A – 15, Ashok Vihar, Phase – 1, New Delhi – 110052.
- (vi) **“Compliance Officer”** means 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 unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be;

For the purpose of this code, “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.”

- (vii) **“Connected person”** means and includes
 - i. A director of the Company;
 - ii. A Key Managerial Personnel of the Company;
 - iii. An Officer of the Company;
 - iv. Any person who is or has been in a contractual, fiduciary or employment relationship at any time in the six- month period prior to the date of determining whether that person, as a result of such relationship, was, directly or indirectly, (a) allowed access to UPSI or (b) reasonably expected to be allowed access to UPSI;
 - v. Any person who is or has been in frequent communication with an

- Officer of the Company at any time in the six-month period prior to the date of determining whether that person, as a result of such frequent communication, was, directly or indirectly, (a) allowed access to UPSI or (b) reasonably expected to be allowed access to UPSI;
- vi. An employee of the Company who has access to UPSI or is reasonably expected to have access to UPSI; and
 - vii. Any person who has a professional or business relationship with the Company and that relationship directly or indirectly, (a) allows access to UPSI or (b) is reasonably expected to allow access to UPSI;
 - viii. The persons enumerated below shall be deemed to be Connected Persons if such person has access to UPSI or is reasonably expected to have access to UPSI -
 - (a) An Immediate Relative of Connected Persons;
 - (b) A holding company, associate company or subsidiary company;
 - (c) An intermediary as specified in section 12 of the SEBI Act or an employee or director thereof;
 - (d) An investment company, trustee company, asset management company or an employee or director thereof;
 - (e) An official of a stock exchange or of clearing house or corporation;
 - (f) A member of the board of trustees of a mutual fund, a member of the board of directors of the asset management company of a mutual fund or in each case, an employee thereof;
 - (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;
 - (h) An official or an employee of a self-regulatory organization recognized or authorized by the SEBI;
 - (i) A banker of the Company; and
 - (j) A concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his Immediate Relative or banker of the Company, has more than ten percent of the holding or interest.
- (viii) **“Contra Trade”** means a trade or transaction involving securities of the Company by a Designated Person and executing a contra / opposite trade within 6 months following the prior transaction.”

(ix) “Designated Person”

The term designated person shall consist of:

- a) Directors of the Company and its material subsidiaries;
- b) Promoters & Promoter Group entities of the Company;
- c) Key Managerial Personnel of the Company and its material subsidiaries;
- d) Employees in the grade of SBU/Business Heads/Presidents of the Company and its material subsidiaries;
- e) Secretaries of the Executive Directors and Functional Heads of the Company;
- f) Support staff of the Company such as IT, finance or Secretarial Staff who have access to UPSI;
- g) Such other employees of the Company or its Subsidiary Companies as may be determined by the Compliance Officer on the basis of their functional role;

(x) “Director” means a member of the Board of Directors of the Company

(xi) “Employees” means Employees of the Company including Permanent Employees, Contractual Employees, apprentices, trainees etc.

(xii) “Generally available information” means information that is accessible to the public on a non-discriminatory basis;

(xiii) “Holding Company” means a Company as defined in section 2(46) of the Companies Act, 2013 or under Regulation 2 of SEBI (LODR) Regulations, as amended from time to time;

(xiv) “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;

(xv) “Insider” means any person who is: i) a connected person; or ii) in possession of or having access to unpublished price sensitive information;

(xvi) “Key Managerial Personnel” in relation to a company means a personnel as defined under section 2(51) of the Companies Act, 2013 or under Regulation 2 of SEBI (LODR) Regulations, as amended from time to time;

(xvii) “Need to know basis” means sharing of UPSI to persons 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.

- (xviii) **“Ordinary course of business”** includes regular and usual day to day transactions, general customs and practices of a business performed in the Company.
- (xix) **“Promoter”** shall have the same meaning as assigned to it under the SEBI(Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modifications thereof;
- (xx) **“SEBI (LODR) Regulations”** Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments thereto;
- (xxi) **“SEBI (PIT) Regulations”** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto;
- (xxii) **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund.
- (xxiii) **“Subsidiary Company” or “Subsidiary”**, means a Company as defined in section 2(87) of the Companies Act, 2013 or under Regulation 2 of SEBI (LODR) Regulations, as amended from time to time;
- (xxiv) **“Takeover regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- (xxv) **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities(which also includes Pledge), and "trade" shall be construed accordingly;
- (xxvi) **“Trading days”** means the days on which the recognized stock exchanges are open for trading;
- (xxvii) **“Trading Plan”** means a plan for dealing in securities of the Company for a period not less than 12 months by the insider not being a period earlier than 6 months post public disclosure of the plan.
- (xxviii) **“Trading Window”** means the period during which trading may be carried out in Company’s Securities by Connected person;

- (xxix) “**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 the following:
- financial results
 - dividends
 - change in capital structure
 - Known but unannounced future earnings or losses
 - mergers, de-mergers, acquisitions, delisting’s, disposals and expansion of business and such other transactions
 - changes in key managerial personnel
- (xxx) “**Working Day**” means working day when the regular trading is permitted on concerned stock exchange(s) where securities of the company are listed.

3.2 All other words and phrases will have the same meaning as defined under the “SEBI (Prohibition of Insider Trading) Regulations, 2015” as amended from time to time and also under the “Securities and Exchange Board of India Act, 1992.”

3.3 Interpretation:

In this document, unless the contrary intention appears:

- a) The singular includes the plural and vice versa;
- b) Any word or expression importing the masculine, feminine or neuter genders only, shall be taken to include all three genders.

CHAPTER – 2: ADMINISTRATION OF CODE

4. Administration of the Code by Compliance officer

- 4.1** Company Secretary or such other person as appointed by the Board as Compliance Officer shall be the Compliance Officer for the purpose of this Code and report to the Board of Directors.
- 4.2** The Compliance Officer shall set forth policies & procedures, monitor adherence to the rules for the preservation of UPSI, pre-clear trades by Designated Persons, monitor trades

and implementation of the Code.

- 4.3** The Compliance Officer shall maintain the record of all Designated Persons and changes taking place from time to time shall be incorporated therein.
- 4.4** The Compliance Officer shall assist the Designated Persons in addressing any clarifications regarding the SEBI (PIT) Regulations as amended from time to time and the Code.
- 4.5** The Compliance Officer may in consultation with the Board of Directors shall specify period for closure of Trading Window from time to time and immediately make an announcement thereof. In this regard, Compliance Officer is required to ensure that the trading window shall not be re-opened earlier than forty-eight hours from the date of dissemination of information to the public.
- 4.6** The Compliance Officer shall be responsible for filing of the required declarations under the provisions of this Code and the provisions of SEBI (PIT) Regulations with the stock exchanges where the securities of the Company are listed and submitting a copy of each of such declarations filed with stock exchanges to the Board of Directors at the immediately succeeding meeting.
- 4.7** The Compliance Officer may formulate a Committee to ensure effective implementation, monitoring and compliance of the Code.

CHAPTER – 3: RESTRICTION ON SHARING, COMMUNICATION, PROCUREMENT OF UPSI AND FORMULATION OF CHINESE WALLS

5. Restriction on sharing or communication of UPSI and norms for Chinese walls

- 5.1** All Designated Persons shall maintain the confidentiality of all UPSI. They shall not communicate or counsel or provide directly or indirectly any UPSI to any person directly or indirectly or by way of making recommendations for acquisition/purchase/sale of the securities of the Company;
- 5.2** No Designated Person shall acquire/purchase/sell Company’s shares either on behalf of himself/herself or others when in possession of UPSI.
- 5.3** All UPSI relating to the Company shall be handled on need to know basis. No UPSI shall be shared or communicated to any person except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 5.4** No UPSI shall be procured from any person except where such procurement is in furtherance of legitimate purpose, performance of duties or discharge of legal obligations.
- 5.5** The term legitimate purpose shall include sharing of UPSI in the ordinary course of business by a Designated Person with:
- Employees of the Company or of its subsidiaries or associates Companies
 - partners,
 - collaborators,
 - lenders,
 - customers,
 - suppliers,
 - merchant bankers,
 - legal advisors,
 - auditors,
 - insolvency professionals or
 - other advisors or consultants,

Provided that such sharing has not been carried out to evade or circumvent the prohibitions of this code and SEBI (PIT) Regulations.

- 5.6** Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” and a notice shall be given to such persons to maintain confidentiality of such

UPSI in compliance with this Code and SEBI (PIT) Regulations.”

- 5.7** The Designated Person before communicating any UPSI to any person, as mentioned above, shall first approach to the head of the Department (“HOD”) who shall be responsible for assessing the need to share such information. The HOD on being satisfied shall give a written confirmation to the Designated Person upon which the Designated Person may communicate the UPSI. In case the Designated Person is himself/herself is the head of the Department, he/she shall assess the need and if on being satisfied can share the UPSI.
- 5.8** Before communicating any UPSI, Designated Person shall further take requisite information (including Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.) or documents or undertakings etc. ensuring that the UPSI will not be disclosed by such person to any other person for any reasons what so ever.
- 5.9** Designated Person shall only communicate UPSI to any person, as mentioned above, through his / her official email id or such other modes as may be determined by the Compliance Officer from time to time.

6. Chinese Wall

- 6.1** A group of persons including the designated persons shall be identified and secluded within a “Chinese Wall” or information barrier by the Compliance Officer from the rest of the Company for a particular purpose or for a specified period of time in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, and are subjected to among other conditions, additional confidentiality obligations, information barriers designed to prevent exchanges of UPSI outside the “Chinese wall”, and the execution of an undertaking by such persons to abstain and/or forego Trading during such seclusion or till the UPSI no longer constitutes UPSI and has become generally available.

CHAPTER – 4: TRADING BY DESIGNATED PERSONS

7. Trading Window

- 7.1** Designated Person shall not trade in the Company’s securities when the Trading Window is closed.
- 7.2** The Trading Window shall be closed when the Compliance Officer determines that a Designated Persons or class of Designated Persons can reasonably be expected to have possession of UPSI. When the trading window is closed, Designated Persons shall not trade in the Company’s securities.
- 7.3** The Trading Window shall be *inter-alia* closed at the time :
- a. Declaration of financial results (quarterly, half-yearly and annually).
 - b. Declaration of dividends (interim and final).
 - c. Issue of securities by way of public/rights/bonus etc.
 - d. Any major expansion plans or execution of new projects.
 - e. Amalgamation, mergers, takeovers and buy-back.
 - f. Disposal of whole or substantially whole of the undertaking.
 - g. Any changes in policies, plans or operations of the Company.
 - h. Changes in Key Managerial Personnel.
 - i. For such other matters as determined by the Compliance officer from time to time.
- 7.4** The time for closing of the Trading Window shall commence 7 clear days prior to the day on which the Board or any Committee thereof is scheduled to consider such information. However, if the circumstances so warrant, the time for closing the window may be increased or decreased by the Compliance Officer with the approval of Chairman.
- 7.5** The trading window shall not be opened earlier than 48 hours after information referred to in para 7.2 is made public.
- 7.6** In case of ESOPs, exercise of option may be allowed, if so deems fit by the Compliance Officer, in the period when the trading window is closed. However sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.
- 7.7** The Trading Window may further be closed on notional basis (“Notional Trading Window”), from time to time, when the Compliance Officer determines that a designated person or class of designated persons are involved in a particular transaction which is of

such nature that it may result in UPSI and is in initial preliminary stage and no credible & concrete information has come into being for dissemination to public at large before finalization of terms and conditions of the transaction.

7.8 Notional Trading Window generally takes place prior to the communication of following special events to the public:

- Acquisition, de-merger, restructuring, scheme of arrangement, spin-off of divisions etc.;
- Consolidation / splitting of shares;
- Voluntary de-listing of shares by the company;
- Forfeiture of shares;
- ADR / GDR or any other class of securities to be issued abroad;
- 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;
- Any other event as may be deemed fit by the Compliance Officer.

7.9 Notional trading window shall be used as an instrument of monitoring trading by the designated person or class of designated persons in relation to such securities to which UPSI relates to ensure that no fraudulent dealing in securities takes place.

8. Pre-clearance of trades

8.1 Designated Persons who intend to deal in excess of 4,000 securities in number (In a quarter) of the Company should get pre-cleared the transactions as per the pre-dealing procedure as described hereunder.

8.2 An application shall be made in Form 'I' to the Compliance Officer indicating the estimated number of securities that the Designated Person intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the Company in this behalf.

8.3 An Undertaking shall be executed in favour of the Company by such Designated Person incorporating, *inter alia* the following clauses, as may be applicable:

- (a) That the concerned Designated Person does not have access or has not received any UPSI up to the time of signing the Undertaking.
- (b) That in case, the Designated Person has access to or receives any UPSI after the signing of this undertaking but before execution of the transaction, he/she shall inform the Compliance Officer of the change in position and that he/she shall refrain from dealing in securities of the Company till such information is made public.
- (c) That he/she has not contravened the Company's Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time.
- (d) That he/she has made full and true disclosure in his/her application.

8.4 The Designated Person shall execute the trade in respect of which pre-clearance has been obtained within one week after the approval of pre-clearance is given. If the trade is not executed within one week after the approval is given, the Designated Person must obtain the pre-clearance again.

8.5 It shall be the responsibility of the Designated Person to ensure compliance of clause 8.1 to 8.4 above in case of their immediate relatives also.

9. Contra Trading or Minimum period of holding of securities

9.1 All Designated Persons and/or their immediate relatives who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Designated Persons and/or their immediate relatives shall also not take positions in derivative transactions in the shares of the Company at any time.

9.2 In the case of subscription in the primary market (initial public offers, Further public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

9.3 Contra trading restrictions shall not apply if trades are being done pursuant to a trading plan.

9.4 The Compliance Officer may be empowered to grant relaxation to any person from strict application of the clause 9.1 and 9.2 above for reasons to be recorded in writing provided

that such relaxation does not violate SEBI PIT Regulations. In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing the reasons in this regard.

10. Trading while in possession of UPSI:

10.1 Trading in securities shall not be done by a Designated Person or any of his relatives when he/she is in possession of UPSI.

10.2 Provided that he/she may prove his innocence by demonstrating the circumstances including the following:

- The transaction is an off-market transfer between Designated Persons and/or relatives who were in possession of the same UPSI without being in breach of regulation 3 of SEBI (PIT) Regulations and both the parties had made a conscious and informed trade decision.

Provided further that such off market trades shall be reported by the person undertaking such transaction to the Company within two working days. The Company will further notify the particulars of such trade to the Stock Exchanges on which the securities are listed within two trading days from the receipt of the disclosure or from becoming aware of such information.

- The transaction was carried out through the block deal window mechanism between Designated Persons and/or relatives who were in possession of the same UPSI without being in breach of regulation 3 of SEBI (PIT) Regulations and both the parties had made a conscious and informed trade decision.
- The transaction was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- The transaction was undertaken pursuant to exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- In case of non-individual Designated Persons
 - a. The individuals who were in possession of such UPSI were different from the individuals taking trading decisions and such decision making individuals were

- not in possession of such UPSI when they took the decision to trade; and
- b. Appropriate and adequate arrangements were in place to ensure that SEBI (PIT) Regulations are not violated and no UPSI 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;
- The trades were pursuant to a trading plan.

11. Trading Plan

11.1 Trading Plan

- a. A Designated Person may formulate a Trading Plan ('TP') in prescribed format ([•]) and present it to the Compliance officer for approval and public disclosure pursuant to which trades may be carried out in accordance with such plan.

11.2 Requisites of Trading Plan

- a. **Effective date for commencement of Trading Plan:** Any trading as per the trading plan shall only be executed on expiry of six months from the date of public disclosure of the said plan. For instance, if any Designated Person submits his trading plan on May 30 which gets approved and publicly circulated on June 20 then such designated employee can commence trading under the said plan only upon expiry of six months from June 20 i.e. trading can be initiated with effect from December 21.
- b. **Prohibited Period under Trading Plan:** Trading, as per the Trading plan, shall not take place between twentieth trading days prior to the last day of any financial period for which the results are required to be announced by the Company and 2 trading days after the disclosure of such financial results. For instance, in respect of financial period ending on March 31, 2019, the prohibited period is March 11, 2019 (being 20th day prior to the last day the financial period) to June 02, 2019 (being 2 trading days after the disclosure of such financial results), presuming May 30, 2019 is the date of disclosure of financial results.
- c. **Tenure of Trading Plan:** Designated Person can give one trading plan at a time and the same should not be for less than 12 months, i.e. there cannot be any overlapping of trading plans.

- d. **Disclosures to be made under the Trading Plan:** Any Trading Plan should set out either the value of trades or the number of securities to be traded, along with specific dates and time intervals.

11.3 Liability on the Designated Person: Trading on the basis of such a trading plan shall not lead to market abuse. If any manipulative activity is detected, it would be open to initiate proceedings for alleged breach of SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities market) Regulations, 2003.

11.4 Approval of Trading Plan:

- a. The Trading Plan is needed to be presented to the Compliance Officer for approval and public disclosure, pursuant to which trades may be carried out on his behalf in accordance with such plan.
- b. The Compliance Officer shall review the Trading Plan.
- c. The compliance officer shall within 15 days from the date of receipt of trading plan, assess the trading plan to ensure that it is not in violation of the SEBI (PIT) Regulations.
- d. For doing so, the Compliance Officer may seek requisite declarations from the concerned Designated Persons.

11.5 Notification to Stock Exchange(s):

- a. The Compliance Officer shall notify the particulars of the Trading Plan to the Stock Exchange(s) where its securities are listed for public disclosure.

11.6 Execution of Trading Plan:

- a. The trading plan once approved shall be irrevocable and the Designated Person shall mandatorily have to implement the plan without any deviation.
- b. The commencement of the trading plan shall be deferred if any UPSI in possession of the Designated Person at the time of formulation of the plan has not become generally available.
- c. The Designated Person shall furnish the details of the transactions undertaken in

terms of the plan to the compliance officer within 2 trading days from the date of execution as per the prescribed format.

CHAPTER – 5: DISCLOSURE BY DESIGNATED PERSONS

12. Disclosure Requirements

12.1 Every Designated Person shall disclose to the Company 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 transaction over any calendar quarter, aggregates to a traded value in excess of ten lakhs rupees in the format prescribed

Note: The disclosure to be made above shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decision.

12.2 Disclosure by the Company to the Stock Exchange: Wherever mandated by the SEBI (PIT) Regulations, the Compliance Officer within the mandated time frame shall disclose the information received to the Stock Exchanges.

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

- i. immediate relatives
- ii. persons with whom such designated person(s) shares a material financial relationship
- iii. Phone, mobile and cell numbers which are used by them

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

12.4 Designated persons shall be required to disclose names of educational institutions from which they have designated and names of their past employers on a one time basis.

Minda Corporation Limited

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Phone: +91 0124 - 4698400, website: www.sparkminda.com

CHAPTER – 6: MISCELLANEOUS

13. Introduction of Individuals on sensitive transactions that may involve or give rise to UPSI

13.1 In case of any transaction in the Company which is of sensitive nature i.e. it may involve UPSI or may give rise to UPSI, then the respective head of the Department to which the transaction pertains shall:

- Brief the Individuals and made them aware about their duties and responsibilities after receiving such sensitive information.
- Brief about the penalties and liabilities that attaches to misuse of such information as provided to such persons.
- Get a signed Non – Disclosure agreement or such other agreements as deem fit by the head of the Department so as to ensure that no leak of UPSI takes place.
- Take Permanent Account Number or any other identifier authorized by law from such persons to whom such information is being given.
- Intimate the same to the Compliance officer with all such requisite details of sharing such information.
- The Compliance officer may ask for such additional information as he may deem fit to ensure the Compliance of this Code and SEBI (PIT) Regulations.

14. Penalty for Contravention of the Code

14.1 All Designated Persons who trade in securities or communicate any information for trading in securities in contravention of this Code may be penalized and appropriate action may be taken by the Company.

14.2 All Designated Persons who violate this Code of Conduct shall also be subject to disciplinary action by the Company, which may include wage/ salary freeze, suspension, withholding of promotions etc.

14.3 Any profit made by any person shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the (“SEBI”).

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

15. Information to SEBI in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended

15.1 In case it is observed by the Company and/or Compliance Officer that there has been violation of this Code or of the SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI shall be informed by the Company.

**ANNEXURE-I
APPLICATION FOR PRE-TRADING APPROVAL**

Date:

To, The Compliance Officer,
Minda Corporation Limited Dear Sir/Madam,

Dear Sir/Madam,

Application for Pre-trading approval in securities of the Company

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I seek approval to purchase / sale / subscribe _____ equity shares of the Company as per details given below:

S. No.			
1	Name of Applicant		
2	Designation		
3	Number of Securities held as on date		
4	Folio No. / DP ID / Client ID No.)		
5	The proposal is for		a) Purchase of Securities b) Subscription of Securities c) Sale of securities
6	Proposed date of dealing in securities		
7	Estimated No. of Securities proposed to be Purchased/ Subscribed/ Sold		
8	Current market price (as on date of application)		
9	Whether the proposed transaction will be through stock exchange or off-market trade		
10	Folio No. / DP ID / Client ID No. where the securities will be credited / debited		

I enclose herewith the Form of Undertaking is signed by me.

Yours faithfully,

(Signature of Employee)

ANNEXURE-II

UNDERTAKING/DECLARATION TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-TRADING

To, Minda Corporation Limited

I, _____, _____ of the Company residing at _____, am desirous of dealing in _____ * shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking/ Declaration.

In the event that I have access to or I receive any unpublished price sensitive information as defined in the Code, after the signing of this undertaking/ declaration but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes generally available.

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

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

I am aware that I shall be liable to face penal consequences as set forth in the code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.

I agree to comply with the provisions of the Code and provide any information relating to the trade as may be required by the Compliance Officer and permit the Company to disclose such detail to SEBI, if so required by SEBI.

I declare that I have made full and true disclosure in the matter.

Date:

Signature: _____

* Indicate number of shares

Minda Corporation Limited

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Phone: +91 0124 - 4698400, website: www.sparkminda.com

ANNEXURE-III

APPLICATION FOR PRE-CLEARANCE

(For use by Director/Officer/Designated Employee for dealings in the securities of the Company above 4000 securities (in a quarter))

To, The Compliance Officer
Minda Corporation Limited

Dear Sir,

I am desirous of dealing in the below-mentioned securities of the Company in my own name or on behalf of my dependent family member (write name of family member and relationship) and seek your approval to acquire/ purchase/ sell them.

Type of Security	No. of shares	Market Price	Mode of acquisition Purchase/ Sale-Physical/ Demat	Date by which trade is proposed to be executed	Folio No./ DP ID No./Client ID No. along with the name of depository	Present Holding (No. of Shares)
Equity Shares					Physical Demat	Physical Demat

In relation to the above Acquisition/ Purchase/ Sale, I undertake that:

I have no access to nor do I have any information that could be construed as “Unpublished Price Sensitive Information” up to the time of signing this undertaking.

In case, I get access to or receive any “Unpublished Price Sensitive Information” after signing this application but before the execution of the transaction, I shall inform you of the change in position and shall refrain from dealing in Shares till such information is made public.

I have not contravened the Company’s Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time.

I have made full and true disclosure in this application.

Signature:
Name:
Designation:
Department:
Location:
Date:

ANNEXURE – IV

PRE- CLEARANCE ORDER

To,
Name : _____
Designation : _____
Place : _____

This is to inform you that your request for dealing in _____ (no.s) shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,
For Minda Corporation Limited

Compliance Officer
Date : _____

Encl: Format for submission of details of transaction

ANNEXURE – V

MINDA CORPORATION LIMITED

CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. PREAMBLE

- 1.1 The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (hereinafter referred to as the 'Regulations') mandates the listed Companies to frame a Code of Practices and Procedures for fair and timely dissemination of Unpublished Price Sensitive Information ("UPSI"). Accordingly, Code of Practices & Procedures for Fair Disclosure of UPSI has been implemented.
- 1.2 The Code is subject to review by the Board of Directors and can be amended as and when deemed necessary.

2. APPLICABILITY

- 2.1 This Code was originally applicable from May 15, 2015. The revised code shall be applicable w.e.f. April 01, 2019.

3. CHIEF INVESTOR RELATIONS OFFICER

- 3.1 The Compliance Officer shall act as Chief Investor Relations Officer ("CIRO") and will be responsible for ensuring that the Company complies with the continuous disclosure requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and this Code. He shall also be responsible for overseeing, monitor & coordinating dissemination of disclosure of price sensitive information to Stock Exchanges and stakeholders. In case of absence of CIRO, the Executive Director ("ED") shall discharge the duties and responsibilities of CIRO under this code. The CIRO and ED may be contacted by email at: [pmann@mindacorporation.com] and [investor@mindacorporation.com] respectively.

4. PROCEDURAL ASPECTS INVOLVED IN COMPLYING WITH THE PRINCIPLES OF FAIR DISCLOSURE OF INFORMATION

- 4.1 Principle: Prompt Disclosure of Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

Procedure: The Company ensures that every Price Sensitive Information is being disclosed to the

Stock Exchanges and disseminated promptly on a continuous basis as soon as credible and concrete information comes into being in order to make such information generally available.

For this purpose Price Sensitive Information means any information which relates directly or indirectly to the Company and which, if published is likely to affect the price discovery of shares of the Company.

The following shall be deemed to be Price Sensitive Information:

- i. Periodical financial results of the Company;
- ii. Intended declaration of dividends (both interim and final);
- iii. Change in Capital Structure;
- iv. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company's shares;
- v. Acquisition, Merger, De-merger, Amalgamation, Restructuring, Scheme of arrangement or takeovers;
- vi. Disposal, spin off or selling division of whole or substantially whole of the undertaking;
- vii. Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
- viii. Changes in Key Managerial Personnel; and
- ix. Other matters as may be prescribed by SEBI/considered by the Compliance Officer to be price sensitive from time to time.

In this regard, to ensure fair and timely disclosure of information that would have direct impact on the market price of the securities, the Company generally follows the below – mentioned procedure:

- (a) Intimates the Stock Exchange(s) well in advance about the Board Meeting in which any such proposal is to be considered;
- (b) Intimates the outcome of the said Board Meeting within, stipulated time periods;
- (c) Updates the Stock Exchange(s) about the current happenings in respect of the events that have direct bearing on the market sentiments for onward dissemination to the public at large.

4.2 Principle: Uniform and Universal dissemination of UPSI to avoid selective disclosure

Procedure:

The CIRO and during his absence ED is responsible to deal with dissemination of information and disclosure of UPSI. To ensure that the UPSI is evenly and properly disseminated, the Company, in compliance with the provisions of applicable statutes, generally adopts the following procedure & practices:

- (a) Intimates the said information to the Stock Exchange(s) where its securities are listed, within the stipulated time period;
- (b) Publicize the said information in the Newspapers, wherever mandated under various

Statutes;

- (c) Uploads the said information on the Official Website under Investors' Section as early as possible or as is stipulated under various Statutes;
- (d) Disclose press releases issued to the Stock Exchanges by it from time to time to the Stock Exchanges which are considered to be important for the general public besides putting the same on Company's website;
- (e) Uploads on Company's website quarterly and annual financial results and all investor presentations pertaining to such financial results for reference of the general public.

4.3 Principle: Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

Procedure: To ensure authentication of the information to be disclosed to the stakeholders, the said information is generally cross verified by the CISO or ED as the case may be.

However, if any information gets disclosed selectively, inadvertently or otherwise, the Company:

- (a) intimates the facts and rectified information to the Stock Exchange(s), where the securities of the Company are listed, for onward dissemination to the shareholders;
- (b) Publicize the facts and rectified information, if required, in the Newspapers.

4.4 Principle: Appropriate and fair response to queries on news reports and requests for verification of market rumors by Regulatory Authorities.

Procedure:

- i. The Company ensures that appropriate, fair & prompt response is being submitted to all queries on news reports or requests for verification of market rumors received from regulatory authorities.
- ii. In case the query/request has been received from a Stock Exchange, a copy of such reply is also being sent to other stock exchange(s) also where shares of the Company are listed.
- iii. Employees of the Company do not respond under any circumstances to enquiries from the Stock Exchanges, the media or others unless authorised to do so by the CISO or ED of the Company

4.5 Principle: Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.

Procedure:

- i. The Company ensures that only Public information will be provided to Analysts/Research person and Institutional Investors.

- ii. The CIRO/ED/ respective Departmental Heads shall take all necessary measures to ensure that no UPSI is being disclosed to analysts and research personnel.

4.6 Principle: Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

Procedure:

- iii. In order to avoid mis-representation of any facts or information, the Company ensures that two Company representatives are present at the meeting with Analysts and Institutional Investors and the discussions are properly recorded and transcripts are made and disseminated on the official website of the Company.
- iv. Extra caution will be taken while dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions will be taken on notice and a considered response shall be furnished later. If the answer includes price sensitive information, a public announcement should be made before responding.

4.7 Principle: Disclosure /Handling of Unpublished Price Sensitive Information on a need to know basis

Procedure:

The Company ensures that UPSI shall be handled on a "need to know" basis i.e. UPSI shall be disclosed only to those within the Company who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company.

5. Determination of Legitimate Purpose for sharing of UPSI

The Company has in place a policy for determination of legitimate purpose for sharing of UPSI. The same is attached as Annexure I of this Code.

6. AMENDMENT:

In case there are any regulatory changes requiring modification to this policy, the same shall be reviewed and amended with the approval of the Board of Directors. However, the amendment in the regulatory requirements shall be binding on the Company and shall prevail even if the same is not incorporated in this Policy.

7. DISCLOSURES

This Code and any amendment thereof will be published on the Company's official website (www.minda.co.in) and shall be promptly intimated to the Stock Exchange(s) where the securities of the Company are listed.

This Policy was approved and adopted by the Board of Directors of the Company on February 07, 2019.

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Annexure I

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSE FOR SHARING OF UPSI [Framed under Regulation 3(2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

1. INTRODUCTION:

- 1.1 This Policy has been framed in compliance with the provisions of Regulation 3 (2A) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“SEBI (PIT) Regulations”).
- 1.2 This Policy will be applicable to all “Insider”.
- 1.3 This Policy shall come into force with effect from April 01, 2019.
- 1.4 Words and expressions used and not defined in this Policy or in the Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information shall have the same meanings assigned to them respectively in the SEBI (PIT) Regulations or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be, including amendment(s)/modification(s) thereto.

2. DEFINITION:

- 2.1 Insider means any person in receipt of UPSI of the Company for the purpose of this Policy and SEBI (PIT) Regulations.
- 2.2 Legitimate Purpose means sharing of UPSI by the Company for any purpose satisfying the following factors:
 - 2.2.1 Must be shared in the ordinary of course of business;
 - 2.2.2 Required to be done in furtherance of fiduciary duties or in fulfillment of any statutory obligation;
 - 2.2.3 Information shared is in the interest of other Stakeholders; and
 - 2.2.4 Information is not being shared for personal benefit or consequential but may result in personal gain consequently.
- 2.3 Ordinary course of business includes regular and usual day to day transactions, general customs and practices of a business performed in the Company.

3. SHARING OF UPSI:

- 3.1 The Company, in its ordinary course of business, share UPSI, for legitimate purpose, with:
 - Employees of the Company or its subsidiaries
 - partners,
 - collaborators,

- lenders,
- customers,
- suppliers,
- merchant bankers,
- legal advisors,
- auditors,
- insolvency professionals or
- other advisors or consultants,

Provided that such sharing will not be carried out to evade or circumvent the prohibitions of this code and SEBI (PIT) Regulations.

4. COMMUNICATION PURSUANT TO SHARING OF UPSI:

- 4.1** Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered as an Insider and due notice shall be given to such Insider to maintain confidentiality of such UPSI in compliance with SEBI (PIT) Regulations.
- 4.2** The Communication shall require to execute agreements with the Company to contract confidentiality and non-disclosure obligations on the part of receivers of such UPSI and such outside parties shall keep information so received confidential, and shall not trade in securities of the Company when in possession of UPSI.
- 4.3** The Company shall take requisite information before communicating UPSI to such persons as per the internal policy of the Company, including but not limited to:
- 4.3.1** Full name of the recipient of UPSI;
 - 4.3.2** Name of the entity whom the recipient represents
 - 4.3.3** Complete residential address of recipient and registered office address of the recipient entity.
 - 4.3.4** Permanent Account Number or other identifier authorized by law in case permanent Account Number is not available of the recipient and his entity.

5. AMENDMENT:

In case there are any regulatory changes requiring modification to this policy, the same shall be reviewed and amended with the approval of the Board of Directors. However, the amendment in the regulatory requirements shall be binding on the Company and shall prevail even if the same is not incorporated in this Policy.

Form 'A' (Initial Disclosure)
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7(1) (a) read with 6 (2)]

Name of the company: MINDA CORPORATION LIMITED
 ISIN of the company: INE842C01021

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

Name, PAN No., CIN/DIN & Addresses with Contact nos.	Category of Person (Promoters/ KMP /Directors/ immediate relatives/others etc.)	Securities held as on the date of regulation coming into force		% of Shareholding	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		
		Type of Security (for eg.- Shares, Warrants, Convertible Debentures etc.)	No.		Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupees	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms

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

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

Signature:
 Designation:
 Date:
 Place:

Note: The above table shall be applicable with suitable modifications to disclosures for position taken in derivatives also.

Form 'B' (Initial Disclosure)

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7(1) (b) read with 6 (2)]

Name of the company: MINDA CORPORATION LIMITED

ISIN of the company: INE842C01021

Details of Securities held on appointment of Key Managerial Personnel (KMP), Director or upon becoming a Promoter of a listed Company and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & Address with Contact nos	Category of Person (Promoters /K MP /Directors/immediate relatives/others etc.)	Date of appointment of Director /K MP or date of becoming Promoter	Securities held at the time of becoming Promoter/ appointment of Director/ KMP		% of Share holding	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			
			Type of Security (for eg.- Shares, Warrants, Convertible Debentures etc.)	No.		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	

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

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

Signature:

Designation:

Date:

Place:

Note: The above table shall be applicable with suitable modifications to disclosures for position taken in derivatives also.

Minda Corporation Limited

Plot No. 405 & 405, 5th Floor, Sector-20, Udyog Vihar, Phase-III, Gurugram, Haryana (India)-122016
Phone: +91 0124 - 4698400, website: www.sparkminda.com

FORM C
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(2) read with 6 (2)]

Name of the Company – Minda Corporation Limited

ISIN of the Company – INE842C01021

Details of change in holding of Securities of Promoters, Employees, Director of a listed Company and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN and Address with Contact nos.	Category of Person (Promoters/ KMP /Directors/im mediate relatives/ 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 (In Rs.)	Transaction Type (Buy/Sale /Pledge/R evoke/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:
Place:

Minda Corporation Limited

Plot No. 405 & 405, 5th Floor, Sector-20, Udyog Vihar, Phase-III, Gurugram, Haryana (India)-122016
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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	Connect ion with compan y	Securities held prior to acquisition/dispo sal		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/dispos al (on market/public/ rights/ Preferential offer / off market/Interse transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants , Convertible Debentur es etc.)	No. and % of shareh olding	Type of security (For eg. – Shares, Warran ts, Convert ible Debent ures etc.)	No.	Value (In Rs.)	Transa ction Type (Buy/ Sale/ Pledge / Revoke /Invoke)	Type of security (For eg. – Shares, Warrant s, Converti ble Debentu res etc.)	No. and % of shareholdin g	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:
