



Gem Aromatics Limited

(Formerly Known as Gem Aromatics Pvt. Ltd.)

Manufacturer & Exporters of Essential Oils & Aromatics Chemicals

Registered Office: A/410-411, A-Wing, Kailash Ind. Complex, Powai Vikhroli link Rd, Vikhroli West,
Mumbai-400079. Maharashtra, India, Tel No: +91-2225185231/25185931 CIN: L24246MH1997PLC111057

CODE OF CONDUCT FOR REGULATING, MONITORING & REPORTING OF TRADES AND PREVENTION OF INSIDER TRADING

**[Pursuant to Regulation 8(1) and 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015, as
amended]**

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Facility 1: Plot No 2, Survey No.16/4/2, Near Alok Industries, Village Rakholi, Silvassa-396230, Dadra & Nagar Haveli, India.

Facility 2: Khasara No 8,9,10,126, Village Gathona, Ujhani Budaun Road, District: Budaun-243639, UP, India.

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1. INTRODUCTION

The Securities and Exchange Board of India (“SEBI”) has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended (“PIT Regulations”), which governs the law relating to insider trading of listed entities in India.

Regulation 9 of the PIT Regulations requires, *inter alia*, the board of directors of every listed company to ensure that the chief executive officer or managing director shall formulate a code of conduct, with their approval, to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with these regulations and enforce a code of internal procedures and conduct based on the Model Code in accordance with the PIT Regulations. Further, Regulation 7 of the PIT Regulations requires every Connected Persons including promoter, member of the promoter group, key managerial personnel, directors and employee of listed companies to disclose their shareholdings and changes to such shareholding to the respective companies. Pursuant to provisions of Regulation 7(2) of the SEBI Prohibition of insider Trading) Regulation ,2015 shall make disclosure received from Employee for their shareholding and changes to such shareholding to the respective Stock Exchange where securities of the Company are listed .

In compliance with the above requirements, the Company has introduced a code for prohibition of Insider Trading (hereinafter referred to as the “Code”).

This Code has been approved and adopted by the Board of Directors of the Company on December 17, 2023.

This Code has been further amended and adopted by the Board on November 13, 2025.

2. OBJECTIVE

Gem Aromatics Limited (hereinafter referred to as the “Company”) endeavors to preserve the confidentiality of Unpublished price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every 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 shall use his or her position or knowledge of the Company to derive personal benefit or to provide or cause to provide benefit to any third party. Further, the PIT Regulations state that unless required, sharing of information by designated persons of the Company, even when the same is not misused shall be considered a violation unless required. Thus information needs to be shared only on a need to know basis and such persons are prohibited from communicating / or counselling others with respect to the securities of the Company. Such persons should also refrain from profiteering by misusing the unpublished price sensitive information and thereby enabling the Company to retain investor confidence.

Any subsequent modification and / or amendments to the Regulations shall automatically apply to this

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Code. The objective of this Code is to lay down guidance for designated persons on the policy, preclearance/disclosure procedures to be followed at the time of trading in the Securities of the Company.

The Board at its meeting held on 17th December, 2023 had approved this Code of Conduct to regulate, monitor and report trading in securities and handling of Unpublished price sensitive information. The effective date of this Code was the date of listing of Company's equity shares on Stock exchanges.

The Code is further amended and adopted by Board of Directors at its meeting held on November 13, 2025.

3. DEFINITION OF TERMS

- 3.1 “**Act**” means the Securities and Exchange Board of India Act, 1992 as amended from time to time.
- 3.2 “**Audit Committee**” means the audit committee constituted pursuant to Section 177 of the Companies Act, 2013 as amended and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- 3.3 “**Code**” means this Code of Conduct to regulate, monitor and report trading by Insiders in securities of the Company as amended from time to time.
- 3.4 “**Company**” means Gem Aromatics Limited.
- 3.5 “**Compliance Officer**” means the Company Secretary and Compliance Officer of the Company 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.
- 3.6 “**Chief Investors Relations Officer (CIRO)**” means the Chief Financial Officer of the Company.
- 3.7 “**Connected Person**” means
- (i) any person who is or has during the six months prior to the concerned act, associated with a 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 unpublished price sensitive information or is reasonably expected to allow such access.

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

3.8 “**Generally Available Information**” means 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.

3.9 “**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;

3.10 “**Insider**” means any person who is:

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

Provided that any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations

3.11 “**Key Managerial Personnel**” means person as defined in Section 2(51) of the Companies Act, 2013.

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- 3.12 **“PIT Regulations”** means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
- 3.13 **“Pre-Clearance of Trade”** means prior approval for trading / dealing in the securities of the Company.
- 3.14 **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and any modifications thereof.
- 3.15 **“Promoter Group”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and any modifications thereof.
- 3.16 **“Securities”** includes the following securities issued by the Company to public from time to time and listed on any Stock Exchange :
- (a) shares, scrip, bonds, debentures, debenture stock or other marketable securities of like nature;
 - (b) any kind of derivatives in the Securities of the Company; and
 - (c) such other instruments recognized as securities under the Securities Contracts (Regulation) Act, 1956 and issued by the Company from time-to-time except units of a mutual fund.
- 3.17 **“Trading”** means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in securities and ‘trade’ shall be construed accordingly, and shall be construed to include pledging when in possession of UPSI.
For the avoidance of doubt, it is clarified that:
- (i) “Trade” includes creation, invocation and revocation of a pledge in Securities and gifting of Securities.
 - (ii) PIT Regulations are also applicable on transmission of shares. However, transmission of shares shall be exempted from provisions of Trading Window closure, pre-clearance and contra trade but the norms relating to disclosure requirements shall be applicable on such transmission.
- 3.18 **“Trading Day”** means a day on which recognized stock exchanges are open for trading.
- 3.19 **“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: –
- i. financial results;
 - ii. dividends;
 - iii. change in capital structure;
 - iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other

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- 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.
 - xvii. Any other event as may be determined by the Managing Director/ Chief Financial Officer/ Compliance Officer which is likely to materially affect the price of the Securities of the Company.

Explanation 1- For the purpose of sub-clause (ix):

- a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing

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Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

NOTE: It is intended that information relating to a company or securities, that is not generally available would be unpublished price sensitive information if it is likely to materially affect the price upon coming into the public domain. The types of matters that would ordinarily give rise to unpublished price sensitive information have been listed above to give illustrative guidance of unpublished price sensitive information.

3.20 “**Trading Window**” refers to the period during which the Company’s securities can be traded by the Designated Person as provided in this Code.

Words and expressions used and not defined in this Code but defined in SEBI Act, 1992, the SCRA Act, 1956, the Depositories Act, 1996, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or Companies Act, 2013 and Rules and Regulations thereunder shall have the meanings respectively assigned to them in those legislations.

4. APPLICABILITY OF THE CODE

The Code is applicable to the Connected Persons and their relatives including the Designated Persons and their Immediate Relative, i.e.:

- a) Promoters and Promoter Group of the Company;
- b) Directors of the Company and Subsidiary Company;
- c) Key Managerial Personnel (“KMP”) of the Company and Subsidiary Company ;
- d) The office of Chief Executive Officer(s) and employees upto two levels below Chief Executive Officer irrespective of their functional role in the Company and its material subsidiaries, or ability to have access to Unpublished Price Sensitive Information
- e) Designated Persons
- f) Employees of material subsidiaries of the company designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors.
- g) Support staff of the Company such as IT staff or secretarial staff having access to UPSI.
- h) The assistant and secretaries of the categories of persons as set forth in point (ii) and (iii) above and all persons that directly report to the persons as set forth in point (ii) and (iii);
- i) Any other person, who in the opinion of the Compliance Officer and after approval of the Chief Financial Officer/Chief Executive Officer/Whole-Time Director/Managing Director of the Company, may have reasonable access to UPSI.

For the purpose of this Code, the declaration given by a Designated Person of an Immediate Relative who is either dependent financially on the person or who consults such person in taking decisions relating to trading in securities will be considered.

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5. COMPLIANCE OFFICER

- 5.1. The Board of Directors of the Company has appointed Company Secretary, as Compliance Officer for the purposes of this Code.
- 5.2. The Compliance Officer shall be responsible for setting forth procedures, monitoring adherence to the rules for the preservation of 'Unpublished Price Sensitive Information', pre-clearing of Designated Persons, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of Directors.
- 5.3. The Compliance Officer shall maintain a record of the Designated Persons and any changes therein along with the declarations submitted in the appropriate form given by the Designated Persons under the code for a minimum period of 5 (five) years from the date of receiving such disclosure/declaration/information.
- 5.4. The Compliance Officer shall assist all the Employees in addressing any clarifications regarding the PIT Regulations and the Company's Code of Conduct.
- 5.5. Monitor and administer this Code.
- 5.6. Process the pre-clearance of trade as per approval matrix.
- 5.7. Maintain, update and preserve records, as per PIT Regulations.
- 5.8. Clarify issues regarding the Code and redress the grievances of the Designated Persons.
- 5.9. Decide and notify the 'No-Trading Period' for Designated Persons / select persons or specific departments, as deemed necessary.
- 5.10. Identify and notify the list of Designated Persons on the basis of specific transactions, as required under the Code.
- 5.11. Notify the trading plan to the stock exchanges where the securities are listed, on approval of the plan.
- 5.12. The Compliance Officer shall be responsible for making the relevant disclosures to the Stock Exchange, as required under the Regulations.
- 5.13. Compliance Officer shall provide reports to the Chairman of the Audit Committee or the Board of Directors ("**Board**") at such frequency as decided by the Board, but not less than one year.

6. HUMAN RESOURCE DEPARTMENT

The Head-Human Resources shall ensure the following:

- a) Obtain initial disclosures from Designated Persons; and
- b) Provide updated list of Designated Persons to the Compliance Officer from time to time.

7. ROLE OF CHIEF INVESTOR RELATIONS OFFICER

The Chief Investor Relations Officer shall deal with dissemination of information and disclosure of UPSI.

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8. PROHIBITION ON DEALING, COMMUNICATING OR COUNSELLING ON MATTERS RELATING TO INSIDER TRADING.

No insider shall:-

- (i) either on his own behalf, or on behalf of any other person, deal in securities of the Company when in the possession of any unpublished price sensitive information;

provided that the Insider may present his / her innocence by demonstrating the circumstances including the following: –

- (i) the transaction is an off-market inter-se transfer between Insiders who were in possession of the same Unpublished Price Sensitive Information without being in breach of regulation 3 of the Regulations and both parties had made a conscious and informed trade decision.

Provided that such Unpublished Price Sensitive Information was not obtained under Regulation 3(3) of these regulations.

Such off-market trades shall be reported by the Insiders to the Company within two working days. The Compliance Officer shall notify the particulars of such trades to the stock exchanges on which the Securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

- (ii) the transaction was carried out through the block deal window mechanism between Insiders who were in possession of the Unpublished Price sensitive information without being in breach of regulation 3 of the Regulations and both parties had made a conscious and informed trade decision;

Provided that such Unpublished Price Sensitive Information was not obtained under Regulation 3(3) of these regulations.

- (iii) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

- (iv) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

- (v) in the case of non-individual insiders: –

- a. the individuals who were in possession of such Unpublished Price Sensitive Information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such Unpublished Price Sensitive Information when they took the decision to trade; and

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- b. appropriate and adequate arrangements were in place to ensure that the Regulations are not violated and no Unpublished Price Sensitive Information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached.
- (vi) the trades were pursuant to a trading plan as per this Code.
- (ii) communicate, provide, or allow access to any unpublished price sensitive information, relating to a 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.

Explanation: the term “legitimate purpose” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with 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 the PIT Regulations. The policy on determination of “legitimate purposes” is annexed to this Policy as ‘Annexure A’.

- (iii) When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

Insiders shall maintain the confidentiality of all unpublished price sensitive information. They shall, while in possession of any unpublished price sensitive information, neither trade in the securities of the Company on the basis of unpublished price sensitive information nor pass on such information to any person directly or indirectly by way of making a recommendation for trading in securities of the Company

9. Familiarisation of sensitivity of UPSI

Familiarization Policy refers to a process to induct and impart knowledge on Designated Persons or any person who are brought ‘inside’ on sensitive transactions, w.r.t to provisions of this Code along with maintaining confidentiality of UPSI.

Initial Familiarization: The Company has formed a process to introduce people who are identified as ‘insider’ on sensitive transactions which includes but not limited to the following

- Induction by the human resource department
- One to one discussion with the manager/ secretarial team
- Informative modules/ online training

Continual Familiarization: The Company also ensures timely updates on the recent changes in law to maintain good corporate governance which includes but not limited to the following:

- Informative Email series
- Onsite Training

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- Expert Sessions
- Adherence to Chinese Wall

When a Designated Person or his/her Immediate Relatives share the UPSI for legitimate purpose or on a need-to-know basis, in accordance with this Code or the SEBI Regulations, such sharing shall should provide for limits (if any) on the use of such UPSI.

Further, such Designated Persons or his/her Immediate Relative should make the person aware of the duties and responsibilities attached to the receipt of UPSI and the liability that is attached to misuse or unwarranted use of such UPSI.

10. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION ('UPSI')

Designated Persons shall maintain the confidentiality of all UPSI. Designated Persons shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of Securities.

Communication or procurement of UPSI:

- a. The Insider shall maintain confidentiality of all UPSI and 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 Insider except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. Further the Insider shall not pass on the UPSI to any person directly or indirectly whether for making a recommendation for the purchase or sale of securities of the Company or otherwise.
- b. 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.
- c. No Insider shall Trade in securities that are listed or proposed to be listed on a stock exchange when in possession of UPSI.
- d. Notwithstanding anything contained in the Regulations, the UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
 - i. entail an obligation to make an open offer under the Takeover Regulations where the Board is of informed opinion that the proposed transaction is in the best interest of the Company;
 - ii. not attract the obligation to make an open offer under the Takeover Regulations but where the Board is of informed opinion that the proposed transaction is in the best interest of the Company and the information that constitute UPSI is disseminated to be made Generally Available Information at least two Trading Days prior to the proposed transaction being effected in such form as the Board may determine.
- e. It is clarified that no communication of UPSI shall occur unless the Board has passed a resolution

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authorizing such communication. For purposes of Clause 10(d), the Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of Clause 10(d) and shall not otherwise Trade in securities of the Company when in possession of UPSI.

Following practices should be followed in this regard:

Need to know

Unpublished Price Sensitive Information is to be handled on a 'need to know' basis i.e., Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of information.

Limited access to Confidential Information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc. Files containing confidential information should be deleted / destroyed after its use. Shredder should be used for the destruction of physical files.

Further, no Designated Person shall procure from or cause the communication by any Insider, of Unpublished Price Sensitive Information, relating to the Company or its Securities, either directly or indirectly except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

11. CHINESE WALLS

While dealing with or handling Unpublished Price Sensitive Information within the Company, the Company shall establish policies, procedures and physical arrangements (collectively "Chinese Walls") designed to manage confidential information (including Unpublished Price Sensitive Information) and prevent the inadvertent spread and misuse of Unpublished Price Sensitive Information, or the appearance thereof.

Chinese Walls shall be used to separate areas that have access to Unpublished Price Sensitive Information ("Insider Areas") from those who do not have such access ("Public Areas") within the Company.

Where Chinese Walls arrangements are in place, Designated Persons working within an Insider Area are prohibited from communicating any Unpublished Price Sensitive Information to Designated Persons or any other person in Public Areas without the prior approval of the Compliance Officer.

Designated Persons within a Chinese Wall have a responsibility to ensure the Chinese Wall is not breached deliberately or inadvertently. Known or suspected breaches of the Chinese Wall must be

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referred to the Compliance Officer immediately.

A Designated Person may cross the Chinese Wall to enter the Insider Areas only with the prior approval of the Compliance Officer and would be subject to all restrictions that apply to such areas. Such 'crossing the wall' or 'bringing inside the wall' shall be subject to a process and should include reasons as to why such a person is being given access to such information and provide for limits (if any) on the information on a need-to-know basis within the wall. While 'crossing the wall' or 'bringing inside the wall' the Designated Persons should make the person aware of the duties and responsibilities attached to the receipt of Unpublished Price Sensitive Information and the liability that attaches to misuse or unwarranted use of such information under this Code and the Regulations. Once a person is brought over the wall, they shall not deal in Securities of the Company until such time that the information becomes Generally Available Information.

The establishment of Chinese Walls does not suggest or imply that Unpublished Price Sensitive Information can circulate freely within Insider Areas. The provision of above shall be applicable within Insider Areas as well.

12. TRADING PLANS

- a) An Insider who may be/are perpetually in possession of Unpublished Price Sensitive Information is entitled to formulate a trading plan ("**Trading Plan**") enabling him / her to trade in securities in a compliant manner. The Compliance Officer is required to review the trading plan to assess whether the plan potentially violates the PIT Regulations and to approve and monitor the implementation of the Trading Plan. The Trading Plan approved by the Compliance Officer should be notified to the stock exchanges where the securities are listed.
- b) **The Trading Plan shall:**
- (i) Not entail commencement of trading on behalf of the Insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;
 - (ii) Not entail overlap of any period for which another trading plan is already in existence;
 - (iii) Set out for each trade, either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and either specific date or time period not exceeding five consecutive trading days ; and price limit, that is an upper price limit for a buy trade and a lower price
 - (iv) 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. for 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.

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Explanation:

- 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.
- The price limit in sub-clause (iv) shall be rounded off to the nearest numeral.
- 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

(v) Not entail trading in securities for market abuse.

- c) The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and may seek express undertakings necessary for the assessment, approval and monitor the implementation of the trading plan.

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

Provided further that trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

- d) The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the Trading Plan, without being entitled to either deviate from it or to 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.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information 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.

Provided further that if the insider has set a price limit for a trade under sub-clause (iv) of clause (v) of sub-regulation 2, 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.

Explanation: In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in sub-regulation 4 or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

- i. 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.
- ii. 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-

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- implementation (full/partial) was bona fide or not.
- iii. 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.
 - iv. 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.
- e) 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.

13. PREVENTION OF MISUSE OF UPSI

All Insider shall be subject to certain Trading restrictions as enumerated below:

13.1 Trading Window and Window Closure:

- a. The Company shall have a designated a Trading Window period being the period during which transactions in the securities of the Company can be effected by the Designated Persons (hereinafter referred to as '**Trading Window**') for Trading in the Company's securities;
- b. Unless otherwise specified by the Compliance Officer, the Trading Window shall be closed for all Designated Persons and their Immediate Relatives during the following periods: closed from the end of every quarter (i.e., from 1st of April, the 1st of July, the 1st of October and the 1st of January of every year), and until 48 hours after the declaration of the respective financial results (quarterly, half-yearly and annual);
- c. Designated Persons shall not Trade in the Company's securities during the period when the Trading Window is closed and will have to forego the opportunity to Trade in the Company's securities during such period;
- d. The timing for re-opening of the Trading Window shall be determined by the Compliance Officer taking into account various factors including the UPSI in question becoming Generally Available Information and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the UPSI becomes Generally Available Information;
- e. In addition to the above, the Compliance Officer may declare the Trading Window closed, on an "as-needed" basis for any reason and for such other persons, as the Compliance Officer may deem fit, and
- f. All Designated Persons and their immediate relatives shall conduct all their Trading in the securities of the Company only in a valid Trading Window and shall not Trade in the Company's securities during the periods when Trading Window is closed or during any other period as may be specified by the Compliance Officer from time to time.

- 13.2 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.

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Such closure shall be imposed in relation to such securities to which such UPSI relates. Designated Persons shall not Trade in securities when the Trading Window is closed.

- 13.3 Despite the Trading Window being open, Designated Persons or their Immediate Relatives would only be allowed to Trade subject to the conditions specified in Clause 12 below and provided that they are not in possession of any Unpublished Price Sensitive Information at the time they execute the Trade.
- 13.4 The restriction on Trading Window shall not be applicable in the following circumstances:
- the transaction is an off-market inter-se transfer between insiders who were in possession of the same Unpublished Price Sensitive Information without being in breach of the Regulations and both parties had made a conscious and informed Trade decision.
 - the transaction was carried out through the block deal window mechanism between persons who were in possession of the Unpublished Price Sensitive Information without being in breach of the Regulations 3 of the Regulations and both parties had made a conscious and informed Trade decision; Provided the transaction mentioned in sub-clauses (a) and (b) above, should not pertain to such Unpublished Price Sensitive Information which was obtained in a manner provided under Regulation 3(3) of the Regulations.
 - the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
 - the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
 - the Trades were pursuant to a Trading Plan set up in accordance with Clause 4 above.
 - Pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer under Clause 12 and compliance with the respective regulations made by SEBI.
 - Transactions undertaken in accordance with respective regulations made by SEBI, such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer, subscription to the issue of non- convertible securities.
 - Such other transactions, which shall be specified by SEBI from time to time

14. TRADING RESTRICTIONS

All Designated Persons shall conduct all their dealings in the securities of the Company only in a valid trading window after obtaining pre-clearance from the Compliance Officer and shall not enter into any transaction in the Company's Securities during the Trading Window Closure period .

15. PRE-CLEARANCE OF TRANSACTIONS

- a. All Designated Persons, who intend to Trade in the securities of the Company when the Trading Window is open whether in one transaction or a series of transactions over any calendar quarter, for an aggregated trade value in excess of ₹ 10,00,000/- (Rupees Ten Lakh), shall get the transactions pre- cleared. Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading

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plan.

Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan

- b. An application in the form attached hereto as **Annexure I** shall be made to the Compliance Officer by the Designated Persons indicating the estimated number of securities that such person intends to trade in, details of depository and such other information as may be prescribed by the Company. The matrix for obtaining pre-clearance is as under:

Dealing by	Clearance by
All Designated Employees except Compliance Officer	Compliance Officer
Compliance Officer	Managing Director

- c. In case the Designated Person procures or comes in possession of UPSI before execution of the trade during the subsistence of the pre-clearance sought, he shall refrain from executing the trades.
- d. Before a Trade is executed, the Designated Person shall execute an Undertaking in the form annexed hereto as **Annexure II** in favour of the Company. The Compliance Officer shall accord his approval within two Trading Days of the receipt of application for pre-clearance in the format attached hereto as **Annexure III**.
- e. All Designated Person shall execute their Trades in respect of securities of the Company within seven Trading Days after the approval of pre-clearance is given. The Designated Person shall file within two Trading Days of the execution of the Trade, the details of such Trade with the Compliance Officer in the form attached as **Annexure IV**. In case the transaction is not undertaken, a report to that effect shall be filed within two trading days of expiry of pre-clearance approval in the format attached as **Annexure IV**.
- f. If the Trade is not executed within seven Trading Days after the approval is given, the Designated Employee must obtain a fresh pre-clearance.
- g. All Designated Persons along with their immediate relative who buy or sell any number of securities of the Company shall not enter into any contra trade/opposite trade i.e., sell or buy any number of securities during the next six months following the prior transaction for purchase or sale of securities, as the case maybe. In case of any contra trade be 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. Provided that this shall not be applicable to trades executed pursuant to exercise of stock options.
- h. The Compliance Officer may grant relaxation from strict application of such restriction in the Code above for reasons to be recorded in writing provided that such relaxation does not violate the PIT Regulations.
- i. All Designated Persons shall take pre-clearance from the Compliance Officer before creating, revoking

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or invoking lien/Pledge on securities of the Company for such value as prescribed in this clause.

16. OTHER RESTRICTIONS / GENERAL PROVISIONS

- 16.1 The disclosure to be made by any person under this Code shall include those relating to Trading by such person's Immediate Relatives, and by any other person for whom such person takes trading decisions.
- 16.2 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 purpose of this Code.
- 16.3 All supporting documents for compliances made under this Code shall be maintained by the Company, for a minimum period of five years, in such a form as may be prescribed by the Compliance Officer or by the Board.
- 16.4 Trade in Securities of the Company directly or indirectly, either on his / her own behalf, or on behalf of any other person, when in possession of UPSI, except in compliance with the provisions of this Code and the PIT Regulations. Provided that exercise of stock options under the Company's Employee Stock Option Purchase Scheme ("ESOP") shall not be considered as trading / purchase of the Securities of the Company except for disclosure requirements as stipulated under this Code.
- 16.5 The board of directors of the company are required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information 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 organisation, in structured digital database may be done not later than 2 calendar days from the receipt of such information.
- 16.6 The board of directors of the company are 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 the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.
- 16.7 The senior management shall have a process for how and when people are brought 'inside' on

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sensitive transactions. Individuals will be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.

17. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

17.1 Initial disclosures

- a. Every person on appointment as a Key Managerial Personnel or a Director or upon becoming a Promoter or member of the Promoter Group shall disclose his/her holding of securities of the Company as on the date of appointment or becoming a Promoter, to the Company within seven days of such appointment or becoming a Promoter in the format attached as **Annexure V**.
- b. Designated Persons are required to disclose the following information on a one-time basis:
 - (i) The names of the educational institution from which such Designated Person has graduated;
 - (ii) Name of the past employers of such Designated Person.

17.2 Continual disclosures

- Every Promoter, member of the Promoter Group, Designated Person and Director of the Company 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 transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified, in the format attached as **Annexure VI**.
- The Company shall notify the particulars of such Trading to the stock exchanges on which the securities are listed within two Trading Days of receipt of the disclosure or from becoming aware of such information.

Explanation – It is clarified for the avoidance of doubts that the disclosure of the Incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause (a) of sub-regulation (2).

- Off-market trades shall be reported by the insiders to the company within two working days. Every company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information."

17.3 Disclosure by other connected persons.

The Company 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 such form

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Facility 1: Plot No 2, Survey No.16/4/2, Near Alok Industries, Village Rakholi, Silvassa-396230, Dadra & Nagar Haveli, India.

Facility 2: Khasara No 8,9,10,126, Village Gathona, Ujhani Budaun Road, District: Budaun-243639, UP, India.

E-mail: secretarial@gemaromatics.in **Web:** www.gemaromatics.in



Gem Aromatics Limited

(Formerly Known as Gem Aromatics Pvt. Ltd.)

Manufacturer & Exporters of Essential Oils & Aromatics Chemicals

Registered Office: A/410-411, A-Wing, Kailash Ind. Complex, Powai Vikhroli link Rd, Vikhroli West, Mumbai-400079. Maharashtra, India, Tel No: +91-2225185231/25185931 CIN: L24246MH1997PLC111057

and at such frequency in such format as may be under this Code and which is in line with SEBI prescription, and as may be determined by the Company in order to monitor compliance with these Regulations in the format as set out by SEBI from time to time

- 17.4 **Designated Persons shall provide an annual confirmation as of 31st March, by 15th April of each year in the format attached as Annexure VII. Audit Committee at its discretion may extend / waive the aforesaid period.**

Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes: (a) immediate relatives (b) persons with whom such designated person(s) shares a material financial relationship (c) Phone, mobile and cell numbers which are used by them. 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 in the format attached as **Annexure VIII**.

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

- 17.5 All disclosures must be made in the prescribed formats and must be sent to the Compliance Officer at: secretarial@gemaromatics.in. The original disclosures must be sent at the following address:

Company Secretary and Compliance Officer

Gem Aromatics Limited

A/410, kailash Industrial Complex, Vikhroli Powai Link Road
Park Site, Vikhroli West, Mumbai- 400079.

- 17.6 **Disclosure by Company to Stock Exchanges**

The Company, within 2 (two) Trading Days of receipt of information received in terms of Clause 17.2 above shall disclose to all Stock Exchanges in the format as set out by SEBI from time to time.

Provided that the requirement of intimation of the particulars of the aforesaid trades to the stock exchanges shall not be applicable in the cases which are compliant with System Driven Disclosure requirements prescribed by SEBI vide its circulars no. SEBI/HO/ISD/ISD/CIR/P/2020/168 dated September 09, 2020 and SEBI/HO/ISD/ISD/CIR/P/2021/617 dated August 13, 2021 or any other circular issued by SEBI in this regard from time to time.

18. PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT

- a) Every Designated person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents/Immediate relatives).

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- b) Any person who violate the Code shall also be subject to disciplinary actions including wage freeze, suspension, recovery, clawback etc. that may be imposed, by the Board. Further, all such contraventions of the Code will also be appropriately reported to the stock exchanges
- c) The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

19. INTIMATION TO AUDIT COMMITTEE / BOARD INCASE OF VIOLATION

- a) The Compliance Officer shall inform the chairman of the Audit Committee, or to the Chairman of the Board, cases of any violation of the Regulations / Code so that appropriate action may be taken.
- b) The compliance officer shall report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors but not less than once in a year.

20. MISCELLANEOUS

- a) The Chief Financial Officer and the Compliance Officer are jointly authorised to amend the Code to give effect to any changes/amendments notified by the Ministry of Corporate Affairs or SEBI. The amended policy shall be placed before the Board for noting and ratification.
- b) Any person, to whom this Code applies, and who has any doubt as to interpretation of any clause of the Code, should at all times consult the Compliance Officer. All communications under this Code should be addressed to the Compliance Officer or to the designated e-mail: secretarial@gemaromatics.in
- c) All connected persons as defined under the PIT regulations shall when in possession of UPSI not communicate, provide access to or trade in the securities of the company.
- d) The Compliance Officer may require any other Connected Person or class of Connected Persons, not being presently covered as a Designated Person under this Code, to disclose holding and trading in the Securities of the Company, as and when deemed necessary, to monitor compliance with this Code and PIT Regulations.
- e) The Compliance Officer shall be authorized to seek any such information / documents from the Connected Persons and/or their Immediate Relatives, as the case may be, for ensuring compliance with the PIT Regulations.

21. APPENDIX

SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended) and requisite Forms are enclosed.

22. COMMUNICATION

This Code (along with code of fair disclosure) will be uploaded on the website of the Company. The

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Code will be disseminated to all Designated Persons who shall abide by the same. The responsibility for complying with the provisions of the PIT Regulations shall vest with each Designated Person including any violation by their immediate relatives.

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Corporate Office: A/503, Kailas Complex, Vikhroli Powai Link Rd, Parksite, Vikhroli (W), Mumbai-400079, Maharashtra, India.

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E-mail: secretarial@gemaromatics.in **Web:** www.gemaromatics.in

ANNEXURE-I
SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date

To,
The Compliance Officer,
Gem Aromatics Limited

A/410, Kailash industrial Estate, Vikhroli Powai Link Road. Park Site Vikhroli West, Mumbai-400079

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended and the Company's Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("Code"), I seek approval to Trade in

securities of the Company as per details given below:

1.	Name of the applicant	
2.	Designation	
3.	Nature of the securities and the number of securities held as on date	
4.	Application for	
5.	Relation with Employee	
6.	PAN	
7.	Folio No. / DP ID / Client ID No.)	
8.	The proposal is for	i. Purchase of securities ii. Subscription to securities iii. Sale of securities
9.	Proposed date of trading in securities	
10.	Estimated number of securities proposed to be acquired/subscribed/sold, etc.	
11.	Price at which the transaction is proposed	
12.	Current market price (as on date of application)	
13.	Whether the proposed transaction will be through stock exchange or off-market deal	
14.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the undertaking signed by me as per the requirements of the Code.

All capitalized terms used herein but not defined shall have the same meaning as has been assigned to the terms in the Code.

Yours faithfully,
Signature
Name

Annexure II
FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION
FOR PRE-CLEARANCE UNDERTAKING

Date

To

The Compliance Officer

Gem Aromatics Limited

**A/410, Kailash industrial Complex, Vikhroli-Powai Link Road , Park Site , Vikhroli West ,
Mumbai-400079**

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended and the Company's Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("Code"), I, _____, _____ of the Company residing at _____, am desirous of Trading in _____ Securities of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I am issuing this undertaking pursuant to Clause 13 (f) of the Code. I hereby confirm and undertake:

- a. that I do not possess any Unpublished Price Sensitive Information;
- b. not to pass on confidential information of the Company to any person directly or indirectly;
- c. to report to the Compliance Officer, any non-public information that may be received by me;
- d. that in case I have access to or receive 'Unpublished Price Sensitive Information' after the signing of this undertaking but before the execution of the Trade, I shall inform the Compliance Officer of the same and I shall completely refrain from Trading in the securities of the Company till such time the Unpublished Price Sensitive Information becomes public;
- e. that I have not contravened the Code as notified by the Company from time to time;
- f. all disclosures made by me in this letter are true and complete; and
- g. That I shall execute my Trade in respect of securities of Gem Aromatics Limited within seven Trading Days after the pre-clearance is given. If the Trade is not executed within seven Trading Days after the approval is given, I shall obtain pre-clearance for the Trade again.

All capitalized terms used herein but not defined shall have the same meaning as has been assigned to the terms in the Code.

Name:

Signature:

Annexure III
FORMAT FOR PRE-CLEARANCE ORDER

To Name
Designation:
Place:

Sub: Pre-Clearance of transaction in Company's Securities

Ref: Your application dated _____, 20 ____ for pre-clearance of transaction for securities of the company in your name / in the names of _____.

This is pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("Code").

With reference to your above application seeking pre-clearance of your transaction in securities of the Company, we hereby accord our approval to the proposed transaction.

You may kindly note that pursuant to provisions of the Code, the aforesaid transaction shall be executed within seven Trading Days from the date of receipt of this letter, failing which, an application seeking pre-clearance to the proposed transaction together with undertaking in the prescribed format, shall be made afresh.

In case you do not execute the approved transaction on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction 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. In case the transaction is not undertaken a 'Nil' report shall be filed within 2 trading days of expiry of Pre-clearance approval. You shall not enter into any contra trade within 6 months of such Trade.

All capitalized terms used herein but not defined shall have the same meaning as has been assigned to the terms in the Code.

Yours faithfully,
For **Gem Aromatics Limited**

COMPLIANCE OFFICER

Date: _____

Encl: Format for submission of details of transaction

Annexure IV
FORMAT FOR DISCLOSURE OF TRANSACTIONS
(To be submitted within 2 days of transaction / dealing in securities of the Company)

To
The Compliance Officer
Gem Aromatics Limited
A/410, Kailash industrial Complex,
Vikhroli Powai Link Road , Park site ,
Vikhroli (West) Mumbai-400079

Sub: Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended and the Company's Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("Code").

I hereby inform that I

- have not Traded in any security of the Company:

- have Traded _____ securities as mentioned below on _____ (date)

Name of holder	Nature of the Securities and the No. of securities dealt with	Bought/sold/subscribed/others	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance Officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval.

I agree not to execute any contra trade transaction for a period of six months from the date of aforesaid transaction in the securities of the Company.

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

All capitalized terms used herein but not defined shall have the same meaning as has been assigned to the terms in the Code.

Date:

Name:

Designation: Signature:

ANNEXURE V

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation

6(2) – Disclosure on becoming a director/KMP/Promoter]

Name of the company: Gem Aromatics Limited

ISIN of the company: INE06XZ01023

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

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

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

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

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

Note: In case of Options, notional value shall be calculated based on premium plus strike price of option
Name & Signature: Designation

ANNEXURE-VI FORM C

[SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7(2) read with Regulation 6(2)- Continual Disclosure]

Name of the Company: Gem Aromatics Limited

ISIN of the Company: INE06XZ01023

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

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/ KMP / Director s/immediate relative to/ other s 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 share holding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transact ion Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants , Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015
 Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc)					Exchange on which the trade was executed	
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

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

Name & Signature:

Designation:

Date:

Place:

ANNEXURE- VII
ANNUAL DISCLOSURE OF SHARES HELD IN THE COMPANY BY PROMOTER/ENTITY OF PROMOTER GROUP/DIRECTORS/DESIGNATED PERSONS & THEIR IMMEDIATE RELATIVES

Name of the Promoter / entity of Promoter Group / Designated Persons; and their Immediate Relatives:

Date of appointment:

Employee No:

Particulars of Individuals			No. of shares held on 1/4/20_____	No. of shares bought during the year	No. of shares sold during the year	No. of shares held on 31/3/20_____	Client I.D. No.
Name	Relation	PAN					

I/We declare that I/We have complied with the requirement of the minimum holding period of six months with respect to the securities purchased/sold. I further declare that the above disclosure is true and correct and is in accordance with the Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Place:

Date:

Signature:

ANNEXURE-VIII
Disclosure Relatives by Designated Person

Sr. No.	Immediate Relatives	Persons with whom Designated Persons share a <i>material financial Information</i>	Phone/mobile nos. of persons mentioned in (2) & (3)	Name of Educational Institution from which Designated Persons have graduated (One time Disclosure)	Names of Past Employers (One time Disclosure)
(1)	(2)	(3)	(4)	(5)	(6)