

**CODE OF CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY
DESIGNATED PERSONS AND IMMEDIATE RELATIVES OF DESIGNATED PERSONS FOR JIK
INDUSTRIES LIMITED**

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INTRODUCTION

JIK Industries Limited - Code of conduct for Prohibition of Insider Trading.

1. Applicability:

The provision(s) of this “Code” may be made applicable, fully or partially, to any person whether an employee of the Company or otherwise, which the Compliance Officer in consultation with and/or as per the advice of Managing Director may determine, inter-alia for the purpose of preservation of UPSI, under overall supervision of the Board of Directors.

This “Code” has been approved earlier by the Board of Directors of the Company on April 1, 2021 and now amended with effect from February 14, 2023.

2. Objective:

This Code is framed as per the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended to regulate, monitor and report trading by insiders.

3. Definitions

- “Act” means the Securities and Exchange Board of India Act, 1992.
- “Board” means the Board of Directors of the Company.
- “Company” means JIK Industries Limited.
- “Compliance Officer” shall mean the Company Secretary of JIK Industries Limited or such other person as may be designated by the Board of Directors to act as Compliance officer for the purpose of the Regulations and this Code.

The Managing Director shall nominate any other person in the Company to act as Compliance Officer for the purpose of this Code during the absence of the Company Secretary.

- “Connected Person” means: -
 - i. Any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
 - ii. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is

established,

- a. An immediate relative of connected persons specified in clause (i); or
 - b. A holding company or associate company or subsidiary company; or
 - c. An intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - d. An investment company, trustee company, asset management company or an employee or director thereof; or
 - e. An official of a stock exchange or of clearing house or corporation; or
 - f. A member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - 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 recognized 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 the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest;
- **“Designated Employee(s)/Designated Persons”** means the persons specified by the Compliance Officer in consultation with the Director to be covered by the “Code of conduct” on the basis of their role and function in the organization and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation and shall include:
 - i. Directors of the Company
 - ii. Key Managerial Personnel of the Company;
 - iii. Employees in senior management;
 - iv. All Employees working in accounts, finance, secretarial, legal and IT department of the Company;
 - v. All Employees who are working for common interest of the promoter or promoter group;
 - vi. All Employees of the Company, intermediary or fiduciary designated on the basis of their functional role or access to unpublished price sensitive information in the organization.
 - vii. Executive Secretaries / Assistant to the Directors of the Company;
 - viii. Permanent invitee(s) to the Board and / or Committee Meetings of the Company;
 - ix. Promoters and member of the Promoter Group of the Company;
 - x. Directors, CEO and senior management employees (two level below CEO) of holding and subsidiary company of the Company;
 - xi. Such other persons as may be notified by the Compliance Officer from time to time who may be or may have possession of Unpublished Price Sensitive Information.
 - **“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;

- **"Insider"** means any person who is:

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

***Explanation:** As per Regulation 3(2B) of the SEBI (Prohibition of Insider Trading) Regulations 2015, any person who is in receipt of Unpublished Price Sensitive Information (UPSI) pursuant to a "legitimate purpose" shall be considered an "Insider" for the purposes of this Code and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with these regulations.*

- **"Key Managerial Person"** means person as defined under Section 2(51) of the Companies Act, 2013.
- **"Trading window"** refers to the period during which the Company's securities can be traded.
- **"Unpublished Price Sensitive Information"** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following :-
 - (i) financial results (including quarterly Financial Results);
 - (ii) dividends including interim dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel; and
 - (vi) such other information as may be deemed to be constituted as UPSI by the Chief Investor Relations Officer or three-member senior level Committee of the Company consisting of Managing Director, Chief Financial Officer and Company Secretary, as the case may be, from time to time.

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

In this Policy, unless the contrary intention appears:

- a) the clause headings are for ease of reference only and shall not be relevant to interpretation;
- b) a reference to a clause number includes a reference to its sub-clauses;
- c) words in singular number include the plural and vice versa;

4. **Role of Compliance Officer:**

The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring

adherence to the rules for the preservation of Unpublished Price Sensitive Information, pre-clearing trading, monitoring of trading and the implementation of Code.

The Compliance Officer shall maintain the list of the Designated Persons & their Immediate Relatives and such other relevant records as may be deemed appropriate by the Compliance Officer for the purpose of compliance with the Code and Regulations. The Compliance Officer shall update such list based on the communication received from the Human Resources Department.

The Compliance Officer shall assist all Designated Persons in addressing any clarification regarding the Regulations and Code.

The Compliance Officer shall report to the Board of Directors shall provide requisite reports to the Chairman of the Audit Committee, or to the Chairman of the Board of Directors on a quarterly basis.

In the event of any doubt on the interpretation of this Code, the Compliance Officer shall also be entitled to approach external counsel for clarifications

5. Preservation of “Unpublished Price Sensitive Information”

The Designated Persons shall maintain confidentiality of Unpublished Price Sensitive Information. They shall not pass on such information to any person directly or indirectly by way of making recommendation for the purchase or sale of Securities. They may only share Unpublished Price Sensitive information in the process of carrying out his / her own official duty / responsibility with the Company and on a ‘Need to Know’ basis. Unpublished Price Sensitive Information may be shared where such communication is in furtherance of legitimate purposes, performance of duties with the Company or discharge of legal obligations and not otherwise.

In the event of sharing of Unpublished Price Sensitive Information between departments, the consent of the relevant head of the department would be required to be obtained explaining the need and necessity of sharing such information before the information is shared.

All the files / papers containing Confidential Information / Unpublished Price Sensitive Information shall be kept secured by all the Designated Persons and computer files must have adequate security of login and password etc.

The Board shall ensure that a structural digital database is maintained containing the names of such persons or entities with whom Unpublished Price Sensitive Information is shared along with the Permanent Account Number or any other identifier.

The Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

6.1 Trading Plan

- A Designated Person or an Insider shall be entitled to formulate a trading plan for dealing in securities of the Company and present it 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.

6.2 Trading Plan shall:

- (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
 - (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
 - (iii) entail trading for a period of not less than twelve months;
 - (iv) not entail overlap of any period for which another trading plan is already in existence;
 - (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - (vi) not entail trading in securities for market abuse.
- 6.3 The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- 6.4 The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in thesecurities outside the scope of the trading plan.
- 6.5 Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
- 6.6 The trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.
- 6.7 Upon approval of the trading plan, the compliance officer shall notify the plan to the Stock Exchanges on which the securities are listed.

7. Trading Window and Window Closure

- 7.1 The trading period, i.e., the trading period of the stock exchanges, called 'trading window', is available for trading in the Company's securities.
- 7.2 When the trading window is closed, the Designated Persons and their immediate relatives shall not trade in the Company's securities in such period; provided that this restriction shall not be applicable if the trade has been done in accordance with an approved trading plan.

- 7.3 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 securities of the Company during the periods when the trading window is closed or during any other period as may be specified by the Company from time to time.
- 7.4 The trading window shall be closed from First day immediately after end of the quarter or such other day as may be decided by the Compliance Officer till the end of 48 (forty-eight) hours after the financial results (quarterly, half yearly and annually) are declared by way of submission to the Stock Exchanges.
- 7.5 The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.
- 7.6 Designated persons may execute trades subject to compliance with the PIT Regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the designated persons. The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.
- 7.7 Any other period that may be designated by the Compliance Officer in case of any Unpublished Price Sensitive Information including periods prior to meetings where the following are proposed to be considered: -
- i. Declaration of dividends (interim and final)
 - ii. Change in capital structure by way of public/ rights/ bonus/ preferential, etc;
 - iii. Amalgamation, mergers, de-mergers, acquisitions, delisting, disposals,
 - iv. expansion of business and such other transactions;
 - v. Changes in key managerial personnel;
 - vi. Such other information as may be specified by the Compliance Officer in consultation with the Managing Director/ Chief Executive Officer for the purpose.
 - vii. such other period(s) as may be decided and notified by the Compliance Officer.
- 7.8 The trading window restrictions mentioned this sub-clause shall not apply in respect of-
- i. Off-market Inter-se transfer between insiders who were in possession of UPSI;
 - ii. Transaction through Block deal window mechanism between insiders who were in possession of UPSI;
 - iii. Transaction due to statutory or regulatory obligations;
 - iv. Trade pursuant to duly approved Trading plan;
 - v. Creation/release of pledge for bona fide purpose such as raising of funds;
 - vi. Transactions pursuant to the exercise/grant/sale of stock options, in respect of which the exercise price was pre-determined in compliance with applicable regulations.
 - vii. Transactions which are undertaken in accordance with respective regulations made by the 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 or transactions which are undertaken through such other mechanism as may be specified by the SEBI from time to time.

7.9 When the trading window is closed, the Designated Persons, to whom closure of trading window may be notified, are also prohibited from communicating the notification of such closure of trading window to any other person(s) shall not trade in the Company's securities in such period.

7.10 Irrespective of whether such communication has been received or not, Designated Persons governed by this Code shall mandatorily verify with the Compliance Officer on the status of the Trading Window before undertaking any Trades in the Securities of the Company. Ignorance of the closure of the Trading Window or non-receipt of communication of closure of Trading Window shall not justify any Trades undertaken by Designated Persons during Quiet Period.

7.11 The Compliance Officer shall intimate the closure of trading window to the Designated Persons or class of Designated Persons, as the case may be, when he/she determines that Designated Persons or class of Designated Persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

In case of ESOPs, exercise of option may be allowed 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.

7.12 The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.

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

8. Pre-clearance of trades

All designated Persons, who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trades exceeds Rs. 10,00,000/- (Rupees Ten lakhs) in a calendar quarter, in a single transaction or in multiple transactions or such other value as may be specified by the Board of Directors from time to time.

However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed and hence, he shall not be allowed to trade.

If a trading window closure is announced after the grant of pre-clearance but during the

validity period of such pre-clearance, the pre-clearance shall immediately become void prospectively. Transactions already entered into prior to the announcement of the Trading window closure, will however not be considered to be in violation of this Code.

Persons to whom this Code applies must keep confidential the fact that they are intending to deal or that they have applied for clearance to deal or the clearance is granted/refused by the Compliance Officer.

The Designated Persons will have to obtain pre-clearance for the following transactions undertaken during the closure of Trading Window, irrespective of the value of the proposed trade:

- a) Off-market Inter-se transfer between insiders;
- b) Transaction through Block deal window mechanism between insiders;
- c) Transaction due to statutory or regulatory obligations;
- d) Trade pursuant to duly approved Trading plan;
- e) Creation/release of pledge for bona fide purpose such as raising of funds;
- f) Transaction pursuant to the exercise of stock options;
- g) Derivative transactions in the securities of the Company.

The pre-dealing procedure shall be hereunder:

- (i) An application may be made in the prescribed form (**Annexure-1**) 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.
- (ii) An Undertaking (**Annexure-1**) shall be executed in favour of the Company by such Designated Person incorporating, inter alia, the following clauses, as may be applicable:
 - (a) That he/she does not have any access or has not received “Unpublished Price Sensitive Information” up to the time of signing the undertaking.
 - (b) That in case he/she has access to or receives “Unpublished Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - (c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
 - (d) That he/she has made a full and true disclosure in the matter.
- (iii) The compliance officer shall communicate approval of transaction to be executed by Designated employee on his pre-clearance request in prescribed form (**Annexure-2**)

- (iv) All Designated Person shall execute their order(s) in respect of securities of the Company within seven trading days after the approval of pre-clearance is given. Such persons shall file within 2 (two) days of the execution of the deal, the details of such deal with the compliance officer in the prescribed form **(Annexure-3)**. In case the transaction is not undertaken, a report to that effect shall be filed.
- (v) If the order is not executed within seven trading days after the approval is given, the designated person must obtain a fresh pre-clearance for the transaction again.
- (vi) All Designated Persons 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 shall also not take positions in derivative transactions in the shares of the Company at any time.
- (vii) 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 Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

In case of subscription in the primary market (initial 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.

However, contra trade restrictions shall not be applicable for trades executed pursuant to exercise of stock options.

- (viii) The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

The disclosures made under this Code shall be maintained for a period of **five years**.

9. Reporting Requirements for transactions in securities

9.1 Initial Disclosure

Every person on appointment as key managerial personnel or a director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter or member of the promoter group, to the Company within seven days of such appointment or becoming a promoter in prescribed form **(Annexure-4)**.

The disclosures to be made by any person shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

9.2 Continual Disclosure

Every promoter, member of 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 Rupees Ten lakhs and such other value as may be specified.

The disclosure shall be made in the prescribed form (**Annexure-5**) within 2 working days of:

- (a) the receipt of intimation of allotment of shares, or
- (b) the acquisition or sale of shares or voting rights, as the case may be.

The disclosures to be made by any person shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

9.3 Disclosure by other connected persons.

A 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 (**Annexure-6**) and at such frequency as may be determined by the Company in order to monitor compliance with these regulations.

9.4 Disclosure by the Company to the Stock Exchange(s)

Within 2 days of the receipt of intimation under Clause 12.2, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

In case it is observed that there has been a violation of these regulations, then on behalf of the Company, the Compliance Officer in consultation with Audit Committee will intimate the stock exchanges.

The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

9.5 Half yearly / Annual Disclosures

All Directors, KMP, Promoters, member of promoter group, Designated Persons and their Immediate Relatives trading in the securities of the Company shall be required to forward following details of their Securities transactions including the holdings of Immediate Relatives to the Compliance Office.

The Annual statement of all holdings and trading in securities of the Company as per the form prescribed in **Annexure -7** within 30 days of the close of each financial year.

9.6 Others

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 case a designated person resigns or retires from the services of the Company, all information which is required to be collected from such designated person should be collected till date of service of such employees with the company. Upon resignation from service of designated person, Company should maintain the updated address and contact details of such designated person.

The Company should make efforts to maintain updated address and contact details of such persons for one year after resignation from service. Such data should be preserved by the company/ intermediary/fiduciary for a period of 5 years.

10. Records of disclosures received by the Company

The Compliance officer shall place before the Chairman of the Audit Committee or to the Chairman of the Board of Directors, on yearly basis, all the details of the trading in securities of the Company, the accompanying documents that such persons had executed under the aforesaid pre-clearance/trading procedure and violations thereof, if any.

11. Dissemination of Price Sensitive Information

No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.

Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors shall be in accordance with the Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information adopted by the Company.

The following guidelines shall be followed while dealing with analysts and institutional investors

- a. Only public information to be provided.
- b. At least two Company representatives shall be present at meetings with analysts, media persons and institutional investors.

- c. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- d. Simultaneous release of information after every such meet.

12. Protection against retaliation and Victimization

Employees shall be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination who files a Voluntary Information Disclosure Form, irrespective of whether the information is considered or rejected by the Board or he or she is eligible for a Reward under these regulations, by reason of:

- a. Filing a Voluntary Information Disclosure Form under these regulations;
- b. Testifying in, participating in, or otherwise assisting or aiding the Board in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by the Board; or
- c. Breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with the Board in any manner

Provided that such protection shall not be available for any employee who files or threatens to file Voluntary Information Disclosure with:

- a. Mala-fide intention; or
- b. Motive to harass the Company
- c. Motive to extort money from the Company

Explanation - For the above purpose, "employee" means any individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under these regulations and is a director, partner, regular or contractual employee, but does not include an advocate.

13. Penalty for contravention of the code of conduct

Every Designated Persons and their immediate relatives 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).

Any Designated Persons and their immediate relatives who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.

Designated Persons and their immediate relatives who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.

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

Any amount collected by the Company under this clause shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the SEBI Act.

14. Leak of Unpublished Price Sensitive Information

In case of leak of UPSI or suspected leak of UPSI, the course of action for inquiry shall be determined by the Audit Committee, on case-to-case basis and it shall be entitled to engage any external agency for this purpose, if necessary.

The results of such inquiry(ies) shall be promptly informed by the Company to SEBI.

15. Limitation and amendment

The Board of Directors may in their discretion make any changes/modifications and/or amendments to this “Code” from time to time.

In the event of any conflict between the provisions of this “Code” and of the Regulations or the Listing Regulations or any other statutory enactments, rules, the provisions of such Regulations or Listing Regulations or statutory enactments, rules shall prevail over and automatically be applicable to this Policy and the relevant provisions of the “Code” would be amended/modified in due course to make it consistent with the law.

Any subsequent amendment/modification in the Act, SEBI (PIT) Regulations, 2015 and/or other applicable laws in this regard shall automatically apply to this Policy. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions herein stated and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

APPLICATION FOR PRE-CLEARANCE OF TRADING

Date: _____

To,
The Compliance Officer
JIK Industries Limited

Re: Application for obtaining Pre-Clearance to Trade in Securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct, I seek your approval for trading in Securities of the Company as per the details provided below. I understand that the term 'Trade or Trading' hereunder includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell deal in Securities – even transactions such as creation of security interest or pledge are covered.

1.	Name of the Applicant	
2.	PAN	
3.	Designation (if applicable)	
4.	Approval sought for	(a) Self (b) Dependent Family Members (DFM)
5.	Name of Dependent Family Members (DFM) and Relationship (in case of DFM)	-----
6.	Number of Securities held as on date	
7.	Folio No./DP ID/ Client ID No.	
8.	Nature of proposed transaction	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities (d) Pledge Creation (e) Others (Specify)
9.	Number of Securities proposed to be traded	
10.	Price at which the transaction is proposed	
11.	Current Market Price (as on date of application)	
12.	Whether the proposed transaction will be through Stock Exchange(s) or off market deal	
13.	Whether the proposed transaction is being undertaken during the period of closure of trading window.	

14.	If the transaction is undertaken during the closure of trading window, state the nature of the proposed transaction	(a) Off-market Inter-se transfer between insiders; (b) Transaction through Block deal window mechanism between insiders; (c) Transaction due to statutory or regulatory obligations; (d) Trade pursuant to duly approved Trading plan; (e) Creation/release of pledge for bona fide purpose such as raising of funds; (f) Transaction pursuant to the exercise of stock options; (g) Derivative transactions in the securities of the Company.
15.	Name and Folio No./ DP ID/ Client ID No. where the Securities will be debited/ credited.	

Undertaking:

- a) 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.
- b) In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.
- c) I will not pass on confidential information of the Company to any person directly or indirectly.
- d) I will report to the Compliance Officer, any non-public information that may be received by me.
- e) I affirm that I have not entered into any transaction in last six months which would render this proposed transaction as contra trade.
- f) I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.
- g) 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.
- h) If approval is granted, I shall execute the deal within 7 trading days of the receipt of approval failing which I shall seek fresh pre-clearance.
- i) I declare that I have made full and true disclosure in the matter.

Signature: _____

Name: _____

Designation: Promoter/Promoter Group

Employee ID:

Signature: _____

(DFM OR on behalf of DFM as well, if seeking
approval for DFM)

Name:

APPROVAL FOR PRE-CLEARANCE OF TRADING

To,
Name: _____
Designation: _____
Address: _____

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

Ref: Your application dated <_____> for pre-clearance of trading in Securities of the Company

This is to inform you that your request for trading in _____ to _____ Equity Shares of the Company as mentioned in your application dated _____ is approved on the assumption that all the information provided in your application and the undertaking is true and correct. Please note that the said transaction must be completed on or before _____ (as mentioned in the application form) that is within the 7 trading days from today.

Your kind attention is drawn to the following provisions which you need to, inter - alia, strictly observe in terms of the above Regulations while dealing in the Securities:

1. 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.
2. You are required to file the details of the executed transactions in the attached format within 2 trading 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.
3. You shall not enter into any contra trade within 6 months of such Trade.
4. Transferors and Transferee shall continue to be in compliance of Regulation 3 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and other applicable regulations of SEBI (Prohibition of Insider Trading) Regulations, 2015 along with Company's PIT Code of Conduct.
5. Any violation in compliance with the aforesaid Regulation and Code of Conduct would attract penal provisions and appropriate actions may be taken by the Company as per Company's PIT Code of Conduct and SEBI (Prohibition of Insider Trading) Regulations, 2015.

Yours faithfully,

For JIK Industries Limited

Compliance Officer

Date: _____

Encl: Format for submission of details of transaction

DISCLOSURE OF TRANSACTIONS

Date: _____

To,
The Compliance Officer
JK Industries Limited

I hereby inform that I

- have not traded i.e. (brought/sell/subscribed/others) in any securities of the Company
- have traded i.e. (transfer through gift) in securities as mentioned below on _____

I declare that I was not in possession of any Unpublished Price Sensitive Information relating to the Company or securities of the Company while dealing in above trade and that I have not traded in any securities of the Company other than disclosed above.

The particulars of the transaction are as under:-

Name and Folio No./ DP ID/ Client ID No. where the Securities will be credited/debited.	Nature of the Securities and the No. of Securities dealtwith	Bought / sold / subscribed / others	Price (Rs.)	Name and Folio No./ DP ID/ Client ID No. where the Securities will be credited/debited.

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 further undertake:

- a) That the above disclosure is full and correct and is in accordance with the previous disclosures given to the Company to the best of my knowledge and belief
- b) I shall not make contra trade transactions in the securities of the company for a period of 6 months from the date of execution of the transaction for which the pre-clearance is being sought
- c) That I have not contravened the Company's Code of Conduct, the SEBI (Prohibition of Insider Trading) Regulation, 2015 as amended from time to time and/or other applicable laws/regulations,

Signature: _____

Signature: _____

(On behalf of Dependent Family Members)

Name: _____

Designation: Promoter/Promoter Group

Employee ID:

Place: Mumbai

Instructions:

To be submitted within 2 trading days of effecting the transaction.

Annexure-4

From:

Name: _____

Address: _____

Designation: _____

Emp. Code: _____

Date: _____

To,

The Compliance Officer

JK Industries Limited

Dear Sir,

Sub: One Time disclosure under Clause 14 of Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015 read with SEBI (Prohibition of Insider trading) (Amendment) Regulations, 2018.

I, S/o. aged aboutyears, hereby give below the details of the Educational Institutions from where I have graduated and details of my past employers':

1 .Educational Institution details:

Sl. No	Qualification	Name of the Educational Institution	Year of passing

2. Past Employer details:

Sl. No	Name of the Company	Address of the Employer	Period of employment	
			From	To

I hereby declare that the information provided herein above are true to the best of my knowledge.

Yours faithfully

(Name of the Employee)

Form C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (2) read with Regulation 6(2)- Continual disclosure]

Name of the Company: _____

ISIN of the Company: _____

Details of change in holding of Securities of Promoter, member of Promoter Group, Designated person(s) or Director of a listed Company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2)

Name , PAN, CIN/ DIN, Address with contact nos.	Category of Person (Promoter /member of Promoter Group/K MP /Designat ed Persons/ Directors / immediat e relative to/ others etc.)	Securities held prior to acquisition /disposal		Securities acquired/ disposed				Securities held post acquisition/ disposal		Date of allotment advice/acquisit ion of shares/ sale of shares specify		Date of intimation to Company	Mode of acquisition/ disposal (on market purchase/pub lic /rights/ preferential offer/off market /Inter- se transfer , ESOPs etc.)	Exchange on which the trade was executed
		Type of security (Foreg. - Shares, Warrant s, Converti ble Debentu res, Rights entitlem ents)	No. and % of Shar ehol din g	Type of security (For eg.- Shares, Warrant s, Convert ible Debent ures, R	No.	Value	Transac tion Type (Purcha se/sale Pledge / Revocat ion / Invocati on/ Others- please specify)	Type of Security (For eg.- Shares, Warrants, Convertibl e Debenture s, Rights entitlem ents,etc.)	No. and % of Sharehold ing	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.

(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives of the Company by Promoter, member of Promoter Group, Designated person(s) or Director of a listed Company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

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

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

Name & Signature:

Designation:

Date:

Place:

Form D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Regulation 7(3) -Transactions by Other Connected persons as identified by the Company

Name of the Company: _____ ISIN of 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/ disposal		Securities acquired / disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimati on to Compa ny	Mode of acquisit ion/ disposa l (on market / public/ rights/ prefere ntial offer /off market / Inter-se transfer , ESOPs etc.)	Excha nge on which the trade was execut ed
		Type of security (For eg- Shares, Warrants , Converti ble Debentur es,Rights entitleme nts, etc.)	No. and % of Share hol- ding	Type of security (For eg. - Shares, Warrants , Converti ble Debentur es, Rights entitleme nts etc.)	N o.	Val ue	Transacti on Type (Purcha se/Sale/ Pledge/ Revocat ion / Invocat ion/ Others- please specify)	Type of security (For eg. - Shares, Warrants, Convertib le Debentur es, Rights entitleme nts, etc.)	No. and % of Shareh ol- ding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

(ii) Value of transaction excludes taxes/brokerage/any other charges

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)	
16	17	18	19	20	21	22

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

Name & Signature:

Designation:

Date:

Place:

Name: _____
 Address: _____
 Designation: _____
 Emp Code: _____
 Date: _____

To,
 The Compliance Officer
JIK Industries Limited

Dear Sir,

Sub: Annual Disclosure under Clause 14 of the Schedule B of SEBI (Prohibition of Insider Trading) Regulations 2015 read with the SEBI (Prohibition of insider trading) (Amendment), Regulations, 2018

I, S/o /D/o, aged aboutyrs, hereby provide the following information:

My Permanent Account No: _____
 Phone No: _____
 Mobile Number (s): _____

Disclosure of details of immediate Relatives:

Sr. No	Name of the Relative	Relationship	PAN No.	Phone No	Mobile Nos.

Note: “**Immediate Relative**” means your spouse and includes your parents, siblings, and children or of your spouse, any of whom is either dependent financially on you or consults you in taking the decisions relating to trading in securities.

Details of the persons with whom I share material financial relationship:

Sr. No	Name of the Person	PAN	Phone No	Mobile Nos.

Note: Material Financial Relationship means – Person(s) with whom you share a material financial relationship – “**one person**” is a recipient of any kind of payment such as by way of a loan/gift amounting to not less than 25% of your annual income during the preceding 12 months, excluding arms’ length transactions.

I hereby declare that the information provided herein above are true to the best of my knowledge. I also undertake to provide this disclosure whenever there is a change in the information provided herein above.

Yours faithfully,

 (Name of the Employee)

ANNUAL DISCLOSURE

**To,
The Compliance Officer
JIK Industries Limited**

I. Details of Shares held by Director / Officer or employee / Designated Persons

<i>Name</i>	<i>Designation / Department</i>	<i>No. of Shares held on 1st April</i>	<i>No. of Shares bought during the year</i>	<i>No. of Shares sold during the year</i>	<i>No. of Shares held on 31st March</i>	<i>DP ID / Client ID</i>

II. Details of Shares held by the dependent family members/ Immediate Relatives of the Designated persons mentioned at I. above (as applicable)

<i>Name of the Dependent family member/ Immediate Relative</i>	<i>Relationship</i>	<i>No. of Shares held on 1st April</i>	<i>No. of Shares bought during the year</i>	<i>No. of Shares sold during the year</i>	<i>No. of Shares held on 31st March,</i>	<i>DP ID / Client ID</i>

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

Yours faithfully

(Name of the Employee)

Place:

Date: