



Indo Count Industries Limited

Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and their Immediate Relatives

(Pursuant to Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015)

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVES

Introduction

Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time (the "Regulations") requires a listed company to formulate a "Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and their immediate relatives" towards achieving compliance with the said Regulations, adopting the minimum standards, set out in Schedule B to the Regulations. Accordingly, in supersession of the previous Code of Conduct to Regulate, Monitor and Report trading by Insiders, adopted by the Company, a **Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and their immediate relatives** (the "Code") for Indo Count Industries Limited (the "Company") is hereby framed as under. The said Code shall come into force w.e.f. 1st April, 2019.

Important definitions:

- a. **"Act"** means the Securities and Exchange Board of India Act, 1992.
- b. **"Company"** means Indo Count Industries Limited.
- c. **"Compliance Officer"** means Company Secretary and in the absence of Company Secretary, such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board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 Company.

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

- d. **"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 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 the Company or his immediate 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 point (i) above is also a partner; or
 - (l) A person sharing household or residence with a connected person specified in point (i) above.
- e. **"Generally available Information"** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified events or information reported in print or electronic media.
- f. **"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.
- g. **"Insider"** means any person who is:
- (i) a connected person; or
 - (ii) in possession of or having access to unpublished price sensitive information.
- h. **"Leak of UPSI"** shall refer to such act / circumstance(s) by virtue of which an UPSI is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise before becoming, its generally available and which shall also include any purported attempt thereof.
- i. **"Legitimate purpose"** shall include sharing of UPSI 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 these regulations.
- j. **"Material Subsidiary"** shall mean a subsidiary, whose turnover or net-worth exceeds 10% of the consolidated turnover or net-worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

- k. **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- l. **"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 or any modification thereof.
- m. **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.
- n. **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly and also to include pledging.
- o. **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;
- p. **"Trading Window"** means the period during which Trading in Company's Securities can be carried out;
- q. **"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, delisting, disposals and expansion of business, award or termination of orders/ contracts not in the normal course of business and such other transactions; and
 - (v) changes in key managerial personnel as defined under the Companies Act, 2013, 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) Such other matters as may be specified under SEBI Regulations or as may be decided by Company from time to time.

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 ("**Listing regulations**").

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 Listing regulations 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 Listing Regulations shall be applicable."

Note: Any 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.

Other terms not specifically defined here shall have the same meaning as assigned under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Applicability

This code is applicable to the Designated Persons and their immediate relatives.

Reporting

The Compliance Officer shall report to the Board of Directors of the Company and shall provide report to the Board on a quarterly basis in respect of Trading in excess of threshold limits in the Securities of the Company by the Designated Persons and their Immediate Relatives, the trading plans and pre-clearance applications approved and rejected by the Compliance Officer.

The Compliance Officer shall also provide report to the Audit Committee/ Chairperson of Audit Committee of the Company and to the Board once in a year about the compliance with the provisions of this code and regulations.

Preservation of UPSI and Responsibilities of Designated Persons

All Designated Persons and their Immediate Relatives shall maintain strict confidentiality with respect to all Unpublished Price Sensitive Information. To this end, no Designated Person shall:

- i. pass on Unpublished Price Sensitive Information to any person; or
- ii. disclose Unpublished Price Sensitive Information to their Immediate Relatives and any other person; or
- iii. discuss Unpublished Price Sensitive Information in public places where others might overhear; or
- iv. disclose Unpublished Price Sensitive Information to any other Designated Person or any other person who does not need to know the information to do his or her job; or
- v. give others the perception that he/she is trading on the basis of Unpublished Price Sensitive Information.
- vi. The Designated Persons shall be responsible for keeping their immediate relatives updated about their responsibilities under the Code.

Information on a need to know basis & Chinese Wall procedures

All information shall be handled within the organisation on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. It is clarified that the term 'legitimate purpose', shall have the same meaning as provided under the Company's policy on 'Code of Fair Practices & Disclosure'. The UPSI must be kept confidential at all times. While communicating or allowing access to the Unpublished Price Sensitive Information, the Designated Person(s) is required to give due notice to such person(s) with whom the Unpublished Price Sensitive Information is shared, to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with the Regulations and the Code.

No person shall procure from or cause the communication by any insider of UPSI, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. Legitimate purposes are defined in the Code of Practices and Procedures for Fair Disclosure of UPSI.

No designated person or his/her immediate relatives shall trade or deal in equity shares of the Company when in possession of unpublished price sensitive information unless made in accordance with the Trading Plan.

The Designated Persons shall not advise any person to Trade in the Securities while being in

possession, control or knowledge of Unpublished Price Sensitive Information. For avoidance of any doubt it is clarified that "advice" shall mean to include recommendations, communications or counseling.

Norms for appropriate Chinese Walls procedures & processes will be as under:

- i. To prevent the misuse of UPSI, the Company shall separate those areas of the Company which routinely have access to confidential information, considered "**inside areas**" from those areas which deal with sale/ marketing or other departments providing support services, considered "public areas".
- ii. The employees in the inside area shall not communicate any UPSI to any one in public area.
- iii. The employees in inside area may be physically segregated from employees in public area.
- iv. Demarcation of the various departments as inside area may be implemented by the Company.
- v. In exceptional circumstances employees from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the Compliance Officer.
- vi. Files containing UPSI shall be kept secured with restricted access and computer files containing UPSI should be protected with the help of login, passwords, etc.

Designated Persons

The Board of Directors of the Company / Chairman of the Company /Chief Executive Officer (CEO) of the Company shall in consultation with the compliance officer specify the "designated persons" 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 UPSI in addition to seniority and professional designation and shall include: -

- i. Employees of the Company designated on the basis of their functional role or access to UPSI in the organization;
- ii. Employees of material subsidiaries of the Company designated on the basis of their functional role or access to UPSI in the organization;
- iii. All promoters of the Company;
- iv. Directors & Key Managerial Personnel of the Company and its material subsidiaries;
- v. Chief Executive Officer and employees upto two levels below Chief Executive Officer of such the Company and its material subsidiaries irrespective of their functional role in the Company or ability to have access to UPSI; and
- vi. Any support staff of the Company such as IT staff or secretarial staff who have access to UPSI.

Trading window

The Compliance Officer may notify a 'trading window' during which the Designated persons and their immediate relatives may execute trades in the Company's Securities after securing pre-clearance from the Compliance Officer subject to compliance with the Code and Regulations. Towards this end, a notional trading window shall be used as an instrument for monitoring trading by the designated persons. The trading window /period is a period which will be specified for trading in the securities of the Company. 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 UPSI such periods as determined by the Compliance Officer. Designated Person or class of Designated Persons will receive a notification on such special blackout periods. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

Trading window shall remain mandatorily closed from the end of every quarter i.e. 1st April, 1st July, 1st October, 1st January every year till 48 hours after the declaration of financial results for the respective quarter/year.

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.

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 and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

The trading window restriction shall not apply for below cases;

i. off-market inter-se transfer between insiders who were in possession of the same UPSI without violating the Code and both parties had made a conscious and informed trade decision.

Provided further that such off-market trades shall be reported by the insiders to the company within two working days. The 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.

ii. transaction carried out through the block deal window mechanism between persons who were in possession of the UPSI without violating the Code and both parties had made a conscious and informed trade decision.

iii. transaction carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

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

- v. trades executed as per the Trading Plan set up in accordance with the Code.
- vi. pledge of shares for a bona fide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer.
- vii. 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 or transactions which are undertaken through such other mechanism as may be specified by SEBI from time to time.

Pre-clearance & trades

When the trading window is open, trading by designated persons shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed trade(s) is above minimum threshold limit of Rs. 10,00,000/- (Rupees Ten Lakh) in any calendar quarter. The Designated persons shall be required to submit application for pre-clearance along with Undertaking in the format specified in Annexure I.

While calculating the Threshold Limit, the cumulative value of the Securities of the Company Traded, whether in one transaction or series of transactions, during a calendar quarter by the Designated Person and his /her Immediate Relatives shall be taken into account.

All Designated Persons including their Immediate Relatives intending to Trade in the Securities of the Company up to the Threshold Limit fixed as aforesaid may do so without any clearance from the Compliance Officer.

Prior to approving any trades, the Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

The Compliance Officer shall within two working days of receipt of the aforesaid application, shall either approve or reject pre-clearance in the format specified in Annexure I. Order in respect of securities shall be executed within seven (7) trading days after approval is granted by the Compliance Officer, failing which fresh pre-clearance would be needed for the trades to be executed. Further, any transaction done on the basis of pre-clearance shall be reported to the Compliance officer within 2 working days in the format specified in Annexure I.

Such pre-clearance shall not in any way be deemed to be confirmation of compliance with the Takeover Code, if applicable. The person seeking pre-clearance shall be solely responsible for compliance with the provisions of the Takeover Code, if applicable.

Contra Trade

Designated person who are permitted to trade shall not execute a contra trade within a period of six (6) months following the prior transaction. Relaxation may be given from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these Regulations. In the event, any such contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act. The Designated persons shall be required to submit application for waiver of minimum period of contra trade in the format specified in Annexure II.

The Compliance Officer shall within two working days of receipt of the aforesaid application, shall either approve or reject the aforesaid application in the format specified in Annexure II.

Provided that contra trade restrictions shall not be applicable for trades pursuant to exercise of stock options or the trades carried out in accordance with a trading plan approved by the compliance Officer.

The Designated Persons and their Immediate Relatives shall not take any positions in derivative transactions in the Securities of the Company at any time.

TRADING PLANS

A Designated Person shall be entitled to formulate a trading plan 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.

Such trading plan shall:

- i. not entail commencement of trading on behalf of the insider earlier than 120 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 following parameters for each trade to be executed:
 - (a) either the value of trade to be effected or the number of securities to be traded;
 - (b) nature of the trade;
 - (c) either specific date or time period not exceeding five consecutive trading days;
 - (d) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
 - 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;
 - 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

- iv. not entail trading in securities for market abuse.

The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the Code or the Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor implementation of the trading plan. Upon approval of a trading plan, the Compliance Officer shall notify the trading plan to the Stock Exchanges.

The trading plan once approved shall be irrevocable and shall be mandatorily implemented. Provided that the implementation of the trading plan shall not be commenced if any UPSI in possession of the Designated Person and/ or Immediate Relatives at the time of formulation of the plan has not become Generally Available Information at the time of commencement of implementation.

Disclosure Responsibilities & formats

The disclosures required to be made by a person under this provision/clause shall include details of Trades by such person's Immediate Relatives, wherever applicable

A. First Disclosures of holdings

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

B. Initial Disclosures of holdings

Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter in Form B.

C. 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 Rs. 10,00,000/- (Rupees Ten Lakh Only) in Form C.

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 above.

The Company shall within a period of two (2) trading days from the date of receipt of disclosure in Form C, or becoming aware of such information shall inform the Stock Exchanges particulars of such trading in Form D.

Every Designated Person shall disclose to the company names and Permanent Account Number or any other identifier authorised by law of the following persons to the Company on an annual basis and as and when any changes in details of Immediate Relatives and persons with whom Designated Person shares a Material Financial Relationship including phone, mobile & cell numbers which are used by them, within 15 days of any change in such information already submitted to the Company. Further any off-market trade done as under this Code shall be reported by the Insiders to the Company within two working days.

The Compliance Officer may, require any other Connected Person to disclose the holdings and Trading in securities of the Company in such form at such frequency as he may determine.

D. Other formats / disclosures, to monitor compliance with these Regulations would be as under:

- Reporting of holdings in securities by Designated Persons and their immediate relatives as on 31st March, on an annual basis by 21st April in Form E
- Designated persons shall be required to disclose in Form F, the names and Permanent Account Number or any other identifier authorized by law of themselves and of the following persons, to the Company on an annual basis within 10 days from the end of financial year 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;

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 from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions.

- Designated persons, on a one time basis, within 10 days from becoming a Designated Person, shall be required to disclose in Form G, names of educational institutions from which designated persons have graduated and names of their past employers.

Protection against retaliation and victimization

An Employee willing to file any Voluntary Information Disclosure Form with the SEBI is not required to seek its prior permission of the employer or consent or guidance of any person engaged by the employer before or after such filing.

The Company shall not discharge, terminate, demote, suspend, threat, harass, directly or indirectly or discriminate against any employee of the Company who files a Voluntary Information Disclosure Form, irrespective of whether the information is considered or rejected by the SEBI or he or she is eligible for a Reward under these regulations, by reason of:

- (i) filing a Voluntary Information Disclosure Form under these regulations;
- (ii) testifying in, participating in, or otherwise assisting or aiding the SEBI 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
- (iii) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with the SEBI in any manner.]

Awareness & Process

The Compliance Officer shall in consultation with Chairman of Board/ Executive Director shall have a process for how and when people are brought "inside" on sensitive transactions. The designated persons shall 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.

Penalty for contravention of Code of Conduct

Every Designated Person is individually responsible for complying with the applicable provisions of the Code (including to the extent the provisions hereof are applicable to the Immediate Relatives of the Designated Persons).

Without prejudice to the power of SEBI under the Act, any Designated Person contravening the Code shall be liable to be penalized and appropriate disciplinary action shall be taken by the Company including but not limited to warning letter, remuneration freeze, suspension, recovery, clawback, etc. after giving reasonable opportunity of being heard in the matter. The extent of disciplinary action will depend upon various circumstances like intention, nature of violation etc.

*Any amount collected from the disciplinary action shall be remitted to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by it under the Act. Further, in case of any violation of the Code or regulations, the Company shall inform to the stock exchange in Form H.

Amendments

This Code is subject to review from time to time. The amendments in regulations shall be applicable to the designated persons and their immediate relatives once the amendments are effective irrespective of whether those changes are carried out in the code subsequently. The Audit Committee and Board shall have power to carry out major amendments in the Code. In case of any inconsistency between the provisions of the Code and the regulations, the regulations shall prevail.

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

The Compliance Officer,

Date:

Indo Count Industries Limited
 ISIN of the Company: INE483B01026

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

I, _____, in my capacity as _____ of the Company hereby submit the following details of securities held in the Company as on ___ (date of becoming Specified Person).

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

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

Details of Open Interest (OI) in derivatives of the company held by Promoter, member of promoter group, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

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

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

Name & Signature:

Designation: Date:

Place:

FORM B

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

The Compliance Officer,

Date:

Indo Count Industries Limited

ISIN of the Company: INE483B01026

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

Name, PAN No. CIN/DIN & Address with contact No.	Category of Person (Promoters/Member of Promoter Group/ KMP/ Directors /immediate relatives/others etc.)	Date of appointment of Director/KMP or Date of becoming Promoter/ Member of Promoter Group	Securities held at the time of becoming Promoter/ member of Promoter Group appointment of Director/ KMP		% of Shareholding
			Type of security	Number of Security	

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 or Member of Promoter Group 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/member of promoter group/ appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/ member of promoter group appointment of Director/KMP		
Contract Specification	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

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

Signature:

Designation:

Date:

Place:

*This form is required to be submitted within 7 days of appointment as a Key Managerial Personnel/ Director or becoming a promoter/Member of promoter group.

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

The Compliance Officer,
Indo Count Industries Limited
ISIN of the Company: INE483B01026

Date: _____

Details of change in holding of Securities of Designated Persons 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	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer/off market/ Inter- se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg. Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

Details of trading in derivatives of the company by Designated Person 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:

*This form is required to be submitted within 2 trading days of dealing in securities if value of securities (whether in one transaction or more transactions during a calendar quarter) is more than Rs. 10,00,000/- (Rupees Ten lakh).

Note: Mandatory to provide broker note or any other supporting evidencing trading as per the aforesaid disclosure.

FORM D

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

The Compliance Officer,
Indo Count Industries Limited
ISIN of the Company: INE483B01026

Date: _____

Details of change in holding of Securities of Designated Person 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	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 holdin g	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 shareh olding	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 Designated Person 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:

*This form is required to be submitted within 2 trading days of dealing in securities if value of securities (whether in one transaction or more transactions during a calendar quarter) is more than Rs. 10,00,000/- (Rupees Ten lakh).

Note: Mandatory to provide broker note or any other supporting evidencing trading as per the aforesaid disclosure

FORM E
ANNUAL DISCLOSURE

The Compliance Officer,
Indo Count Industries Limited
ISIN of the Company: INE483B01026

Date: _____

I. Statement of Shareholding of Designated Persons

Name	Designation	PAN	No. of Securities held on 1 st April 20	No. of Securities Bought during Year	No. of Securities Sold during Year	No. of Securities held on 31 st March 20	Folio/DP ID/Client ID

II. Details of shares held by immediate relatives of Designated Persons

Name	Relationship	PAN	No. of Securities held on 1 st April 20	No. of Securities Bought during the year	No. of Securities Sold during the year	No. of Securities held on 31 st March 20	Folio/DP ID/Client ID
	Spouse#						

I/We hereby declare that I/We have complied with the Code and SEBI Regulations with respect of the Securities purchased/ sold. I/We further declare that the above disclosure is true and correct.

Signature_____ Name

Mandatory Information (to be submitted even if the shares are NIL)

* This form is required to be submitted within 21 days from the end of the financial year.

FORM F
ANNUAL DISCLOSURE BY DESIGNATED PERSONS

The Compliance Officer,
Indo Count Industries Limited
ISIN of the Company: INE483B01026

Date: _____

Details of Designated Persons and their immediate relatives and persons with whom designated person shares material financial relationship and changes thereof (to be disclosed annually):

Sr. No.	Name	Relationship with Designated Person	PAN	Phone number	Mobile Number
1		Self #			
2		Spouse#			
3					
4					
5					

I declare that the above disclosure is true and correct.

Signature_____ Name

Note : 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.

#Mandatory information

* This form is required to be submitted within 10 days from the end of the financial year or changes from previous disclosure.

FORM G
ONE TIME DISCLOSURE BY DESIGNATED PERSONS

The Compliance Officer,
Indo Count Industries Limited
ISIN of the Company: INE483B01026

Date: _____

Additional details of designated person (to be disclosed on a one time basis):

Name:

Residential Address:

Designation:

Details of Educational Institutes of graduation			
Name of Institute/College	Degree	Year of passing	Institute/University

Details of past employers in chronological order			
Name and address of employers	Last Designation	Date of joining:	Date of exit

I declare that the above disclosure is true and correct.

Signature _____ Name

*This form is required to be submitted within 10 days from becoming Designated Person on a one time basis.

Annexure – I

Application-cum-Undertaking for Pre-clearance of Trade

Date:

To

The Compliance Officer
Indo Count Industries
Limited 301, Arcadia,
Nariman Point, Mumbai –
400 021

Designated Person details

Name : _____

Employee No.: _____

Designation : _____

Folio No./ Client ID/DP ID:

No.: _____

Department : _____

PAN

With reference to the Company's Code of Conduct to Regulate, Monitor and Report Trading By Designated Persons and their Immediate Relatives, I seek your approval to purchase/sell (nos.) equity shares of the Company. I/ We hereby declare that the shares to be sold have been held by me/ us for minimum period of 6 months as prescribed in the Code.

DETAILS OF SHAREHOLDING OF DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVES:

Name	Relationship	No. of shares held	Folio No./ DP ID/ Client ID	Nature of transaction for which approval is sought (Buy/Sell)	No. of shares to be dealt

UNDERTAKING FOR PRE-CLEARANCE

I hereby state that:

- I do not have access to nor do I have any "Unpublished Price Sensitive Information" ("UPSI") up to the time of signing this undertaking;
- In case, I receive any UPSI 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;
- I have not contravened the provisions of the Code as notified by the Company from time to time;
- I have made full and true disclosure in the matter;
- I will execute the order in respect of the securities within 1 week after approval is granted by Compliance Officer, failing which I shall apply for pre-clearance again from the Compliance Officer;
- I shall not execute a contra-trade for a minimum period of 6 months. If a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

Date & Signature of the Applicant

Note: Minimum threshold limit is trading of Rs. 10,00,000/-, per calendar quarter.

PRE-CLEARANCE ORDER

Please complete Purchase/ Sale of _____ shares by _____ (date). Please confirm the transaction by completing Feedback Form below and returning the same to the undersigned.

Date & Signature of the Compliance Officer

FEEDBACK ON OUTCOME OF THE APPLICATION

I confirm that the transaction of purchased / sale _____ (nos.) shares was completed on _____ (date).

Date & Signature of the Applicant

Annexure II

Application for waiver of minimum period for Contra trade

Date: _____

To
The Compliance Officer
Indo Count Industries Limited 301,
Arcadia, Nariman Point, Mumbai – 400 021

Employee details

Name : _____

Employee No.: _____

Designation : _____

Department : _____

Through Division / Department Head

Dear Sir,

I seek your approval to grant me waiver of the time restrictions and permit me to execute a contra-trade for

.....
(number of securities) of the Company due to

.....
(give valid reason(s) for executing contra trade).

I declare that I am not in possession of any UPSI up to the date of this application.

I further declare that in case I have access to any UPSI after the signing of this application and before executing a contra Trade (if permitted), I shall:

1. Promptly inform the Compliance Officer
2. Refrain from trading in securities of the Company.

Thanking You,
Yours faithfully,

Name & Signature _____

FEEDBACK ON OUTCOME OF THE APPLICATION

Approved/ Disapproved:

In case approved, transaction of sale _____ (nos.) shares to be completed by _____ (date).

Reasons:

Date & Signature of the Compliance Officer

FORM H

Report by the Company for violations related to Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015

Sl. No.	Particulars	Details
1.	Name of the listed company	
2.	Reporting in capacity of (Tick the appropriate) -Listed Company -Intermediary -Fiduciary	
3.	A. Details of Designated Person (DP)	
	i. Name of the DP	
	ii. PAN of the DP	
	iii. Designation of DP	
	iv. Functional Role of DP	
	v. Whether DP is Promoter or belongs to Promoter Group	
	B. If Reporting is for immediate relative of DP	
	i. Name of the immediate relative of DP	
	ii. PAN of the immediate relative of DP	
	C. Details of transaction(s)	
	i. Name of the scrip	
	ii. No of shares traded and value (Rs.) (Date- wise)	
	D. In case value of trade(s) is more than Rs. 10 lacs in a calendar quarter	
	Name of the immediate relative of DP if reporting is for immediate relative.	
	i. Date of intimation of trade(s) by concerned DP/director/promoter/promoter group to Company under regulation 7 of SEBI (PIT) Regulations, 2015	
	ii. Date of intimation of trade(s) by Company to stock exchanges under regulation 7 of SEBI (PIT) Regulations, 2015	
4.	Details of violations observed under Code of Conduct	
5.	Action taken by Listed company/ Intermediary/ Fiduciary	
6.	Reasons recorded in writing for taking action stated above	
7.	Details of the previous instances of violations, if any, since last	

	financial year															
8.	If any amount collected for Code of Conduct violation(s)															
	i. Mode of transfer to SEBI - IPEF (Online/Demand Draft)															
	ii. Details of transfer/payment															
	In case of Online:															
	<table border="1"> <thead> <tr> <th>Particulars Details</th> <th>Details</th> </tr> </thead> <tbody> <tr> <td>Name of the transferor</td> <td></td> </tr> <tr> <td>Bank Name, branch and</td> <td></td> </tr> <tr> <td>Account number</td> <td></td> </tr> <tr> <td>UTR/Transaction reference</td> <td></td> </tr> <tr> <td>Number</td> <td></td> </tr> <tr> <td>Transaction date</td> <td></td> </tr> </tbody> </table>	Particulars Details	Details	Name of the transferor		Bank Name, branch and		Account number		UTR/Transaction reference		Number		Transaction date		
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DD Number	DD Number															
DD date	DD date															
DD amount (in Rs.)	DD amount (in Rs.)															
9.	Any other relevant information															

Yours faithfully,

Name and Signature of Compliance Officer

PAN:

Email ID:

Date and Place: