

ELANTAS Beck India Limited

CODES OF FAIR DISCLOSURES AND CONDUCT FOR INSIDER TRADING INCLUDING POLICIES AND PROCEDURES FOR ENQUIRY IN CASE OF LEAK OF UPSI

INTRODUCTION

The Securities and Exchange Board of India (“SEBI”), in its endeavor to protect the interests of investors in general, has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the “**Regulations**”) on 15 January 2015 which came into force on 15 May 2015. As the Regulations are applicable, inter alia, to all the companies listed on stock exchanges, ELANTAS Beck India Limited (the “**Company**”) is required to formulate a code for fair disclosure of unpublished price sensitive information and a code of conduct for prevention of insider trading to regulate, monitor and report trading by insiders pursuant to the provisions of the Regulations. The said Regulations were further amended on 31 December 2018, 21 January 2019 and on 28 July 2020. The Board of Directors of the Company adopted the amended Code on 26th February, 2019 which will be effective 1st April, 2019.

This set of document contains:

- I. Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders (“**Code for Trading**”)
- II. Code of Practices and Procedures for Fair Disclosure (“**Code for Fair Disclosure**”); and
- III. Policy and procedures for enquiry in case of leak of Un-published Price Sensitive Information or suspected leak of Un-published Price Sensitive Information

and shall, when appropriate, be collectively referred to as the “**Code**”.

CODE OF CONDUCT FOR REGULATING , MONITORING AND REPORTING OF TRADING BY DESIGNATED PERSONS

[Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015] (PIT Regulations)

1. **Definitions**

- A. "**Act**" means the Securities and Exchange Board of India Act, 1992.
- B. "**Board**" means the Board of Directors of the Company.
- C. "**Code**" or "Code of Conduct" shall mean the Code of Internal Procedures and conduct for Regulating, Monitoring and Reporting of trading by insiders of ELANTAS Beck India Limited as amended from time to time.
- D. "**Company**" means ELANTAS Beck India Limited.
- E. "**Compliance Officer**" means Company Secretary of the Company.
- F. "**Connected Person**" means:
 - (i) any person who is or has been during the six months prior to the concerned act, 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 Un-published Price Sensitive Information or is reasonably expected to allow such access.
 - (ii) Without prejudice to the generality of the foregoing, the person 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.
- G. "**Dealing in Securities**" means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

H. "**Designated Persons**" means

- a. All Directors & Key Managerial Personnel (KMPs) of the Company;
- b. Promoters/Member of Promoter Group of the Company;
- c. All employees who have access to unpublished price sensitive information, identified as designated persons;
- d. Chief Executive Officer/Managing Director and employees up to two levels below Chief Executive Officer/ Managing Director of the Company irrespective of their functional role in the Company or ability to have access to Un-published Price Sensitive Information;
- e. Any support staff of listed Company such as IT staff or secretarial staff who have access to Un-published Price Sensitive Information.
- f. Other person as designated by the Board of Directors in consultation with the Compliance Officer of the Company, from time to time;

I. "**Director**" means member of the Board of Directors of the Company.

J "**Employee**" means every employee of the Company including the Directors in the employment of the Company.

K "**Generally Available Information**" means information that is accessible to the public on a non-discriminatory basis.

L. "**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

M. "**Insider**" means any person who is,

1. a connected person; or
2. in possession of or having access to the Un-published Price Sensitive Information.

N. "**Key Managerial Personnel**" means person(s) as defined in Section 2(51) of the Companies Act, 2013

O. "**Legitimate purpose**" shall include sharing of Un-published Price Sensitive Information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the regulations.

P. "**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:

Q "**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 ;

R "**Securities**" shall have the meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

S. "**Stock Exchange**" shall mean Bombay Stock Exchange and any other stock exchange(s) on which the securities of the Company are listed for the time being.

- T. "**Takeover regulations**" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- U. "**Trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- V. "**Trading Day**" means a day on which the recognized stock exchanges are open for trading where the securities of the Company are listed;
- W. "**Un-published 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 include but not restricted to, information relating to the following:
- (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel; and
 - (vi) other Matters as may be prescribed by the SEBI/ considered by the Compliance Officer to be price sensitive from time to time.
- X. "**Regulations**" shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

2. Applicability

This Code of Conduct applies to following:

- a) Designated Persons
- b) Immediate relatives of Designated Persons.

3. Role of Compliance Officer

- A. The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors and not less than once in a year.
- B. The Compliance officer shall be responsible, inter-alia, for the following:
- compliance of the policies, procedures;
 - maintenance of records of the Designated Persons and their Immediate Relatives and changes thereto from time to time in consultation with Managing Director(s) of the Company;
 - monitoring adherence to the rules for preservation of Un-published Price Sensitive Information;
 - monitoring of trades and implementation of the codes specified in the PIT Regulations:

- inquiring and assisting any/ all employees in addressing any clarifications regarding the PIT Regulations and the Company's Code of Conduct;
- monitoring, reviewing and approving all trading plans;
- based on his/her discretion and occurrence of specific events detailed in this code of conduct, regulate and monitor the Trading Window of the Securities of the Company;
- disclosure of shareholding and trading in Securities of the Company by any other persons (law firms, consultants, investment bankers, vendors, customers, bankers, etc.);
- assisting the Company in formulation of Chinese walls and Crossing the Wall policy in order to regulate the abuse of Un-published Price Sensitive Information;
- administer the Code of Conduct and other requirements under the PIT Regulations;
- awareness among the Designated persons about the compliance of PIT Regulations;
- establish effective systems of internal controls for ensuring compliance with requirements given under the PIT Regulations and review the same annually in consultation with the Managing Director of the Company and to assist the Audit Committee for review of the compliance of the PIT Regulations along with adequacy/effectiveness of the systems for internal control.
- Comply with the matters as prescribed by the Code or the PIT Regulations or the Board of Directors or Audit Committee of the Company, from time to time.

4. Preservation of "Price sensitive Information"

- A. All information shall be handled within the Company on a need-to-know basis and no Un-published Price Sensitive Information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of his legal obligations.

Un-published Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company;
or

- not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of the informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute Un-published Price Sensitive Information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

However, 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 Un-published Price Sensitive Information.

B. Need to Know:

- (i) "need to know" basis means that Un-published Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- (ii) All non-public information directly received by any employee should immediately be reported to the head of the department.
- (iii) Any person in receipt of Un-published Price Sensitive Information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of regulations and due notice shall be given to such persons, to maintain confidentiality of such Un-published Price Sensitive Information in compliance with the regulations

C. Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

5. (i) Chinese wall

The Compliance Officer shall monitor and regulate the Company's Chinese walls and Cross the wall procedures.

In general, Chinese Walls separate areas that have access to confidential information from those who do not have such access. The Company formulates Chinese Walls to operate as barriers to the passing of inside information and confidential information and a means of managing conflicts of interest. The establishment of Chinese Walls is not intended to suggest that within insider areas material, confidential information can circulate freely. Within insider areas, the need-to-know shall be in effect.

- a) The Company has separated those areas of the organization which routinely have access to confidential information and considered "inside areas" from those areas which deal with sale/ marketing/ investment advice or other departments providing support services, considered " public areas" ;
- b) The employees in the inside area shall not communicate any price sensitive information to anyone in public area without the prior approval of the Managing Director(s) / the Compliance Officer;
- c) The employees in inside area may be physically segregated from employees in public area;
- d) Departments in the inside area has been demarcated;
- e) In exceptional circumstances employees from the public areas may be brought "over the wall" and given confidential information on "Need to Know" basis;
- f) The Company shall ensure that appropriate procedures and physical arrangements are implemented for the relevant businesses and that such procedures are complied with by all affected employees.

5. (ii) Crossing the Wall

- a) If an employee/outsider receives inside information from the inside area of the Company, it is treated that the said employee or outsider has crossed the wall. Pursuant to crossing the wall, an employee becomes an Insider. Such employee/outsider must be subject to all restrictions and prohibitions as required under this Code of Conduct and the PIT Regulations. An employee will no longer be an Insider when the inside information is published or no longer significant to the market;
- b) If any person crosses the Chinese wall, the same should be immediately reported to the Compliance Officer. The Compliance Officer shall make sure that all restrictions are imposed on such employee relating to the protection to the Un-published Price Sensitive Information;
- c) The Compliance officer shall monitor when employees receive information from inside area behind the Chinese wall, such information is not shared further without previous written consent of the Compliance Officer that cannot be discussed between the employees of different verticals; and
- d) The Compliance Officer when satisfied that the insider information is generally available may lift such restrictions imposed on such employee.

6. Process on How and when people are Brought 'Inside' on sensitive Transactions

Analysis

It is intended that anyone in possession of or having access to or having access to Un-published Price Sensitive Information should be considered as "insider" regardless of how one came in possession of or had access to such information. Various circumstances are provided for such a person to demonstrate that he has not indulged in insider trading. Therefore, this definition is intended to bring within its ambit, any person who is in receipt of or has access to Un-published Price Sensitive Information. The onus of showing that a certain person was in possession of or had access to Un-published Price Sensitive Information at the time of trading would, therefore, be on the person leveling the charge after which the person who has traded when in possession of or having access to Un-published Price Sensitive Information may demonstrate that he was not in such possession or that he has not traded or he could not have access or that his trading when in possession of such information was squarely covered by the exonerating circumstances.

Purpose and Action

Purpose of this process is to determine how and when people are brought 'inside' on sensitive transactions and when a person is considered as an insider, he should 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. A broad categorization of the persons to be treated as insider should be made based on their involvement in any activity relating to Un-published Price Sensitive Information. It should be determined on a case to case basis and the Compliance Officer should make the concerned person aware of the duties and responsibilities attached to the receipt of such inside information and the liability that attaches to misuse or unwarranted use of such information. The Compliance Officer in consultation with the Managing Director may take appropriate steps in this direction.

7. Prevention of misuse of "Un-published price sensitive Information"

Designated persons and immediate relatives of designated persons in the Company shall be governed by an internal code of conduct governing dealing in securities.

Trading plan

- A. 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.
- B. 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. not 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.
- C. The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations. The pre-clearance of trades shall not be required for a trade executed as per an approved trading plan. The trading window norms and restrictions on contra-trade shall not be applicable for trade carried out in accordance with an approved trading plan.
- D. The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any Un-published Price Sensitive Information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until Such Un-published price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

- E. The gap between clearance of accounts by Audit Committee and Board Meeting shall be as narrow as possible and preferably on the same day to avoid leakage of material information.
- F. Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchange on which the securities of the Company are listed.

8. Trading window and window closure

The trading period, i.e. the trading period of the stock exchanges, called `trading window", is available for trading in the Company's securities.

- i. The trading window shall be, inter alia, closed 3 days or such number of days as may be felt appropriate by the Compliance Officer, prior to the end of the quarter and which in any event shall not be earlier than forty-eight hours after the Un-published Price Sensitive Information is published.
- ii. When the trading window is closed, the Designated Persons shall not trade in the Company's securities during such period.
- iii. All Designated Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in Point No. (ii) above or during any other period as may be specified by the Company from time to time.

The Compliance Officer shall intimate the closure of trading window to all the designated persons if the Company, when he determines that a designated person or class of designated persons can reasonably be expected to have possession of Un-published Price Sensitive information. Such closure shall be imposed in relation to such securities to which such Un-published Price Sensitive Information relates.

The Compliance Officer after taking into account various factors including the Un-published 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.

9. Pre-clearance of trades

- a. All Designated Persons, who intend to deal in the securities of the Company when the trading window is open and if the cumulative Trading (including Trading in derivatives of Securities, if permitted by law) whether in one transaction or a series of transactions in any calendar quarter exceeds INR 10 lakhs (Rupees Ten Lakh) in value, should pre-clear the transaction.
- i. An application may be made in the prescribed Form (Annexure 1) to the Compliance Officer indicating the estimated number of securities that the specified Employee 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 2) shall be executed in favour of the Company by such Designated person incorporating, inter alia, the following clauses, as may be applicable:
 - 1. That the employee/director/officer does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
 - 2. That in case the Designated Person has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - 3. That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
 - 4. That he/she has made a full and true disclosure in the matter.
- iii. All Designated Persons shall execute their order in respect of securities of the Company within seven trading days after the approval of pre-clearance (Annexure – 3) is given. The Designated Person 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. In case the transaction is not undertaken, a report to that effect shall be filed. (Annexure 4).

- iv. If the order is not executed within seven days after the approval is given, the employee/director must pre-clear the transaction again.

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. 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 SBI under the Act. This clause shall not be applicable for trades pursuant to exercise of stock options.

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.

10. Other Restrictions

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

The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this code.

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

11. Reporting Requirements for transactions in securities initial Disclosure

- a. Every Promoter, Member of the Promoter Group, Key Managerial Personnel and Director of the Company, within thirty days of PIT regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by him/her in the prescribed Form (Annexure 5).
- b. Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter (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 the prescribed form (Annexure 5).

Continual Disclosure

- c. 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. Ten (10) lakhs or such other value as may be specified.

The disclosure shall be made within 2 working days of:

- i. the receipt of intimation of allotment of shares ,or

ii. the acquisition or sale of shares or voting rights, as the case maybe.

The disclosure shall be made in the prescribed Form (Annexure 6)

12. Disclosure by the Company to the Stock Exchange

The Company shall within 2 trading days of the receipt of disclosures as per regulation 7(2)(b) of PIT Regulations, 2015 as amended, notify the particulars to the Stock Exchange. The Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

13. The Company may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company in form D (Annexure 7) and at such frequency as may be determined by the Company in order to monitor compliance with these regulations.

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

14. Dissemination of Price sensitive Information

- a. No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.
- b. Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

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

- i. Only public information to be provided.
- ii. At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- iii. 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.
- iv. Simultaneous release of information after every such meet.

15. Disclosures by Designated Persons

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 in the format as per Annexure 8 on an annual basis and as and when the information changes:

- a) immediate relatives
- b) persons with whom such delignated 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.

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

16. Penalty for contravention of the Code of Conduct

- a. Every Designated Persons 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).
- b. Any Designated Persons who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalize and appropriate action may be taken by the Company.
- c. Designated Persons 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.
- d. 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.
- e. Suitable protection shall be given by the Company against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination against any employee merely on the ground of filing 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.
- f. Employee shall not require to notify him of any Voluntary Information Disclosure Form filed with the SEBI or to seek Company's prior permission or consent or guidance before or after such filing.

ANNEXURE 1

SPECIMEN OF APPLICATION FOR PRE-TRADING APPROVAL

Date:

To,
The Compliance Officer,
ELANTAS Beck India Limited,
Pune

Dear Sir/Madam,

Sub.: Application for Pre-trading approval in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Practices and Procedures for Fair Disclosures and Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders (collectively referred to as the "Code"), [I/my immediate relative _____] seek (s) approval to enter into transaction for purchase / sale / subscription of _____ securities (including derivatives) of the Company as per details given below:

1.	Name of the applicant	
2.	Designation	
	Employee ID (if applicable)	
3.	Number of securities held as on date	
4.	Folio No. / DP ID / Client ID No.	
5.	The proposal is for: (Please Mark <input checked="" type="checkbox"/>)	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
6.	Proposed date of dealing in securities	
7.	Estimated number of securities proposed to be acquired /subscribed/sold	
8.	Price at which the transaction is proposed	
9.	Current market price (as on date of application)	
10.	Whether the proposed transaction will be through stock exchange or off-market deal	
11.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I confirm that the transaction will be completed within 7 (seven) trading days after the approval of pre-trading is given, failing which I undertake to pre-clear the transaction again. I further confirm that I have

read the Code and have made an informed judgment as to my possession of unpublished price-sensitive information. The above is a full and true disclosure in the matter.

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

ANNEXURE 2

FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-TRADING APPROVAL

UNDERTAKING

To,
Elantas Beck India Limited,
Pune

[I, _____, _____ of the Company/ my immediate relative _____] residing at _____, am/is desirous of trading in _____ (insert number) securities of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished price sensitive information as defined in the Company's Code of Practices and Procedures for Fair Disclosures and Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders (collectively referred to as the "Code") up to and at the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as unpublished price sensitive Information as defined in the Code, after 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 myself (or my immediate relatives) from trading in securities of the Company until such information becomes public.

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

I undertake to submit the necessary report within 2 (two) trading days of execution of the transaction or a 'Nil' report within 9 days of the approval for pre-trading being granted, if the transaction is not undertaken.

If approval is granted, I shall execute the trade within 7 (seven) trading days of the receipt of approval failing which I shall seek pre-clearance again.

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

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

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

Signature:

Date:

Place:

ANNEXURE 3

FORMAT FOR APPROVAL OF PRE-CLEARANCE

Approval No: _____ of _____

To,

Name: _____

Designation: _____

Emp. No.: _____

Address: _____

PRE-CLEARANCE APPROVAL/DISAPPROVAL – Your application dated _____

Dear Mr. /Mrs. _____

This is to inform you that your request for trading in _____ (nos) shares of the Company as mentioned in your application dated _____ is hereby [approved/disapproved]. Please note that the said transaction must be completed on or before _____ (date) i.e. within 7 (seven) days from today. This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

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

Yours faithfully,
for ELANTAS Beck India Limited

COMPLIANCE OFFICER

Date: _____

ANNEXURE 4

FORMAT FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS

*(To be submitted within 2 trading days of transaction in securities of the Company)
(In case no transaction entered, Nil report to be submitted within 9 days from grant of approval order)*

To,
The Compliance Officer,
Elantas Beck India Limited,
Pune

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to _____ securities as mentioned below on ____ (date)

Name of holder	No. of Securities dealt with	Bought/sold/s subscribed	DP ID/Client ID / Folio No	Price (INR)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 years and produce to the Compliance officer / SEBI any of the following documents:

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

I agree to hold the above securities for a minimum period of 6 months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. *(applicable in case of purchase / subscription).*

I declare that the above information is correct and that no provisions of the Company's Code of Practices and Procedures for Fair Disclosures and Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders and/or applicable laws and regulations have been contravened for effecting the above said transactions(s).

Yours faithfully,

Name:

Designation:

Signature:

Date:

ANNEXURE 5

FORMAT FOR INITIAL DISCLOSURE OF PARTICULARS BY PROMOTER / MEMBER OF PROMOTE GROUP/ KEY MANAGERIAL PERSONNEL / DIRECTOR

FORM A

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

(Regulation 7 (1) (a) read with Regulations 6(2))

Name of Company: _____

ISIN of Company: _____

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)

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/Member of Promoter Group/ KMP / Directors/ immediate relatives/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6		7	

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

Signature:

Designation:

Date:

ANNEXURE 6

**FORMAT FOR DISCLOSURE OF TRANSACTIONS CROSSING CERTAIN THRESHOLDS BY
PROMOTER/ DIRECTORS/ DESIGNATED PERSON**

FORM C

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

Regulation 7 (2) read with Regulation 6(2)]

Name of Company: _____

ISIN of Company: _____

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

Name, PAN No., CIN/DIN & address of Promoter/ Employee / Director with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/ disposal		Securities acquired / disposed		% of Shareholding		Date of allotment advice / acquisition of shares / sale of shares	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Pre transaction	From	To

Date of Intimation to Company	Mode of acquisition (market purchase/ public rights/ preferential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Buy		Sell		
		Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	

Note: The disclosure of the incremental transactions after the previous disclosure is required to be made when the transactions effected after the prior disclosure cross the threshold of INR 10 lakhs in the same calendar quarter.

ANNEXURE 7

FORMAT FOR TRANSACTIONS BY OTHER IDENTIFIED PERSONS AS IDENTIFIED BY THE COMPANY

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (3)]

FORM D

Name , PAN No., CIN/ DIN & address of connected persons, as identified by the company with contact nos.	Connection with company	Securities held prior to acquisition / disposal		Securities acquired/Disposed				% of shareholding		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)	Pre transaction	Post transaction	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

ANNEXURE 8

FORMAT FOR ANNUAL DISCLOSURE BY DESIGNATED PERSONS

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

Name of Company: _____

ISIN of Company: _____

Name of Designated Person :

Names of Immediate Relatives with PAN and contact No.s

Sr. No.	Name	PAN/Any other identifier authorized by law	Contact No.
a.			
b.			
c.			

Persons with whom I share a material financial relationship with PAN and contact No.s *

Sr. No.	Name	PAN/Any other identifier authorized by law	Contact No.
a.			
b.			
c.			

The names of educational institutions from where I have been graduated

Sr. No.	Name
a.	
b.	
c.	

Names of past employers

Sr. No.	Name
a.	
b.	
c.	

Thanking You,

(SIGNATURE)

*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.”

II

Code of Practices and Procedures for Fair Disclosure

INTRODUCTION

In accordance with the Regulation 8 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”), as amended in 2018, ELANTAS Beck India Limited (‘Company’) has formulated the amendment in the Code of Practices and Procedures for fair disclosures of Unpublished Price Sensitive Information (UPSI)

PRINCIPLES OF FAIR DISCLOSURE

The Company shall adhere to the following principles so as to ensure timely and adequate disclosure of UPSI with respect to it or its Securities, which is likely to affect price of the Securities.

1. The Company shall make prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. The Company shall make, uniform and universal dissemination of UPSI to avoid selective disclosure.
3. The Compliance Officer will act as Chief Investor Relations Officer and shall deal with dissemination of information and disclosure of UPSI.
4. The Company shall make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Compliance Officer shall provide, appropriate and fair response to queries on news reports and request for verification of market rumors by regulatory authorities. The company will not respond to every market rumor. However, if asked for by the Stock Exchange, the company will submit its response to the market rumor.
6. The Company shall ensure that information, if any, shared with analysts and research personnel is not UPSI. The Company shall ensure that no communication shall be made by the Company to any analyst or investor of any UPSI or a part thereof at any such meetings with analysts or investor conferences.
7. The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the website of the Company to ensure official confirmation and documentation of disclosures made.
8. The following guidelines shall be followed while dealing with analysts and institutional investors:

- (i) only public information to be provided; and
 - (ii) at least 2 (two) Company representatives must be present at meetings with analysts, media persons and institutional investors.
9. The Company shall handle all UPSI on a need-to know basis i.e., UPSI shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
10. Policy for determination of “Legitimate Purposes”

The sharing of UPSI shall be deemed to be for “Legitimate Purpose” if it satisfies the following criteria:

- (i) The ‘Legitimate Purpose’ shall include sharing of Un-published Price Sensitive Information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.
 - (ii) The information shall be shared with any person on ‘need to know’ basis.
 - (iii) Insiders shall share the UPSI with the external agencies only in the interest of the Company and/or in compliance with the requirements of the law.
 - (iv) Sharing of information may be construed as insider trading even while it is in pursuit of compliances required or business interests of the Company in appropriate circumstances. The person who has the UPSI should ideally recuse himself from assigned task of the sharing the UPSI with third parties in such doubtful cases to avoid any adverse inferences in this regard.
 - (v) Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an “Insider” and due notice shall be given to such person to maintain confidentiality of UPSI in compliance with the Regulations. The Compliance Officer shall ensure that such third party with whom the UPSI is shared, is also bound by non-disclosure or confidentiality agreements and the liabilities involved which shall mention the duties and responsibilities of such person with respect to such UPSI and the liabilities involved if such person misuses or uses such UPSI in breach of the Code or Regulations.
11. The Company shall enter the details of the person or entity with whom UPSI is shared in a structured digital database maintained internally for a period not less than eight years.
12. The Compliance Officer shall maintain records of the details of the recipients, including their PAN, Address, etc., of UPSI on legitimate purpose including the following:
- i. Whether the concerned UPSI is required to be shared?
 - ii. Why the information is required by the recipient?
 - iii. Who had shared the UPSI and whether he was authorized to do so?
 - iv. Whether the Compliance Officer was intimated before such sharing of UPSI?

- v. Whether non-disclosure agreements were signed?
- vi. Whether notice to maintain confidentiality of the shared UPSI has been given?

AUTHORISED PERSONS FOR DEALING WITH DISSEMINATION OF INFORMATION AND DISCLOSURE OF UPSI

The Compliance Officer or in his absence, Managing Director of the Company is authorized by the Board to deal with dissemination of information and disclosure of unpublished price sensitive information.

AMENDMENT

The Board reserves the right to amend or modify this Code in whole or part, in accordance with any regulatory amendment or notification or otherwise, at any time without assigning any reason whatsoever. Any such amended Code will be accordingly updated on the website of the Company.

The Company will also promptly intimate any amendment to this Code for Fair Disclosure to the stock exchanges, as required under the Regulations also disseminate on company's website.

III

POLICIES AND PROCEDURES FOR ENQUIRY IN CASE OF LEAK OF UN-PUBLISHED PRICE SENSITIVE INFORMATION OR SUSPECTED LEAK OF UN-PUBLISHED PRICE SENSITIVE INFORMATION

(1) INTRODUCTION

This Policy is formulated as per requirement of Regulation 9A(5) of SEBI (Prohibition of Insider Trading) Regulations, 2015 as inserted by SEBI (Prohibition of Insider Trading)(Amendment) Regulations, 2018. The newly inserted Regulation 9A (5) mandates formation of written policies and procedures for inquiry in case of leak of Un-published Price Sensitive Information or suspected leak of Un-published Price Sensitive Information and initiate appropriate action on becoming aware of leak of Un-published Price Sensitive Information and inform Securities Exchange Board of India ("SEBI") promptly of such leaks, inquiries and results of such inquiries.

(2) EFFECTIVE DATE

This Policy shall come into effect with effect from April 1, 2019.

(3) OBJECTIVE:

- (i) To strengthen the internal control system to prevent leak of UPSI.
- (ii) To restrict and prohibit the practice of sharing of UPSI, with the un-authorized person, which originates from within the Company and which affects the market price of the Company as well as results into loss of reputation and investors' / financiers' confidence in the Company.
- (iii) To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee, Designated Persons, intermediaries and fiduciaries with any person, firm, Company or Body Corporate.
- (iv) To initiate inquiry in case of leak of Ups or suspected leak of UPSI and inform the same to the Stock Exchange where concerned securities are traded i.e. Bombay Stock Exchange in such form and manner as may be specified by the Securities and Exchange Board of India.
- (v) To take disciplinary actions, if deemed fit against any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy, apart from any action that SEBI may initiate/take against the Insider, Employee & Designated Persons.

(4) DEFINITIONS:

(i) Leak of UPSI -

shall mean communication of UPSI, other than for legitimate purposes, by any Insider, Employee & Designated Persons of Company, intermediaries or fiduciaries or any other known or unknown person to any person other than a person(s) authorized by the Board or Compliance Officer of the Company.

(iii) Support Staff-

shall include IT gaff, Secretarial Staff, Legal Staff, Finance Staff, Strategy Staff who have access to Un-published Price Sensitive Information.

(5) Duties of Compliance Officer:

The Compliance Officer shall be responsible to;

- a) Oversee the compliance of this policy.
- b) Report the incident of actual or suspected leak of UPSI to the Securities and Exchange Board of India.
- a) Intimate the incident of actual or suspected leak of UPSI to the Stock Exchanges.
- d) To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Enquiry committee.

(6) Reporting of actual or suspected leak of UPSI:

On becoming aware of actual or suspected leak of Un-published Price Sensitive Information, the same shall be reported to the Compliance Officer of the Company. The Compliance Officer shall in consultation with the Chief Financial officer or the Managing Director initiate procedure for enquiring about the actual or suspected leak of UPSI.

On becoming aware of actual or suspected leak of Un-published Price Sensitive Information, the Compliance Officer shall ensure that a report on such actual or suspect leak of UPSI, preliminary enquiry thereon and results thereof shall be promptly informed to the Board of Directors of the Company.

(7) Procedure for enquiry in case of leak Of UPSI:

On suo-motu becoming aware or otherwise, of actual or suspected leak of Un-published Price Sensitive Information of the Company by any Promoter, Director, Key Managerial Person, Insider, Employee, Designated Person, Support staff or any other known or un-know person, the below mentioned procedure be followed in order to enquire and/or otherwise investigate the matter.

(a) To take cognizance of the matter:

The CIO shall within a period of 7 days after receipt of the information of actual or suspected leak of Un-published Price sensitive Information and take cognizance of the matter and decide as follows.

- i) If it is found that the allegation is frivolous, not maintainable or outside the scope, the same may be dismissed.
- ii) If it is found that the issue requires further investigation, Preliminary Enquiry may be initiated.

(b) Preliminary Enquiry:

Preliminary enquiry is a fact-finding exercise which shall be conducted by the CIO. The object of preliminary enquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark any disciplinary action.

The Compliance Officer may also appoint and / or authorize any person(s), as it may deem fit, to initiate/conduct an enquiry to collect the relevant fact, material substances on actual or suspected leak of UPS.

(c) Report of Preliminary Enquiry to the Enquiry Committee:

The Compliance Officer or Person(s) appointed/authorized (Authorised persons") to enquire the matter of actual or suspected leak of UPSI submit his/her report to the Board of Directors within 7 days from the date of authorisation.

Based on report of Authorised person, opportunity would be given to suspect to prove his innocence.

d) Disciplinary Action:

After giving opportunity to prove innocence, The Disciplinary Action(s) may include wage freeze, suspension, recovery, termination etc. or such other action, as may be decided by the Members of the committee. Any amount collected under this clause shall be remitted to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund .

(8) Amendment

The Board of Directors of the Company, in sync with applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.
