

**CODE OF CONDUCT <sup>(1)</sup>**

**FOR**

**TRADING IN LISTED OR PROPOSED TO BE LISTED**

**SECURITIES OF**

**INDUCTO STEELS LIMITED**

*(1) Adoption of a new set of Code of Conduct vide a resolution of the Board of Directors of the Company passed at its meeting held on February 12, 2018, to bring in synchronization with the Companies (Amendment) Act, 2017. The Code of Conduct as was in force till now stands replaced by this revised Code of Conduct.*

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**Forms:**

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2	B	Initial Disclosure (to be made on appointment as Director/KMP/ or on becoming Promoter)
3	C	Continual Disclosure for informing change in holding
4	D	Disclosure from Other Connected Persons
5	E	Statement of Holding at the time of pre-clearance
6	F	Application for waiver of minimum Holding Period
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**CODE OF CONDUCT FOR TRADING IN LISTED OR PROPOSED TO BE LISTED  
SECURITIES OF THE COMPANY (“THE CODE”)**

**INTRODUCTION AND BACKGROUND**

**1. What is this document?**

This document explains the Code to be observed by all the Connected Persons of the Company, pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as may be amended from time to time (hereinafter referred to as “the SEBI Regulation”). The Code of Conduct as was in force till now stands replaced by this revised Code of Conduct.

**2. What is the objective of this document?**

The objective of this Code is to communicate to all the Connected Persons the Code related to trading in listed or proposed to be listed securities of the Company. It is intended to serve as a guideline to all concerned, which they should imbibe and practice, both in letter and spirit, while trading in listed or proposed to be listed securities of the Company.

**3. What does this Document contain?**

The document contains the following:

- Applicability of this document
- Code of Conduct for Trading in listed or proposed to be listed securities of the Company
- Relevant formats for intimation / approval and compliance

**4. Compliance Officer**

The Company Secretary of the Company shall be the Compliance Officer of the Company, who shall report to the Board of Directors, for the purpose of this Code.

**(A) Definitions**

Please refer the Annexure hereto for definitions of the following terms:

1. Company
2. Compliance Officer
3. Connected Person & Deemed to be Connected Persons

4. Other Connected Persons
5. Designated person
6. Generally available information
7. Immediate Relative
8. Insider
9. Key Managerial Personnel
10. Promoter
11. Restricted / Shut Period
12. SEBI
13. Securities
14. Trading Day
15. Trading in Securities
16. Trading Window
17. Unpublished Price- sensitive Information" ("UPSI")

**(B) Interpretation**

- (i) Words importing the singular number shall include the plural and vice versa.
- (ii) References to one gender shall include all genders.
- (iii) The index hereto and headings herein shall not affect the construction of this Code.
- (iv) Reference herein to any enactment shall be deemed to include reference to such enactment as re-enacted, amended or extended.
- (v) Any phrase introduced by the terms "including", "include" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- (vi) The Annexure and Exhibits (Forms) to this Code of Conduct form an integral and inseparable part of this Code.

**6. Applicability**

**6.1 Scope of Coverage**

All Connected Persons as defined in this Code are governed by this Code. This Code will apply for trading in the listed or proposed to be listed securities of the Company.

**6.2 Transactions covered**

This Code is applicable to transactions in trading in the listed or proposed to be listed securities of the Company.

## **7. Code of Conduct for Trading in Listed or proposed to be listed securities of the Company**

7.1 It is important to observe the Code in its true spirit.

### **7.2 Trading in Securities**

#### **No trading while in possession of Unpublished Price Sensitive information by any Connected Person**

No **Connected Person** should trade in the Company's listed or proposed to be listed securities on Stock Exchanges at any time when he/she is in possession of or have access to any Unpublished Price-sensitive Information pertaining to the Company or its securities. Such persons shall also maintain the confidentiality of all price sensitive information and shall not pass on such information to any person directly or indirectly, whether by way of making recommendation for the purchase and sale of the securities or otherwise.

Connected Persons are prohibited from communicating, procuring or allowing access to unpublished price sensitive information relating to the Company or securities listed or proposed to be listed, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

#### **It is an offence to pass on information to someone else or to encourage someone else to trade in the securities while in possession of or having access to Unpublished Price Sensitive Information.**

7.3 Trading in the listed securities of the Company i.e. Trading Window shall be available during all times other than Restricted/Shut period as mentioned in para 11 of the Annexure. Restricted/Shut Period will remain in force and be SHUT for all Connected Persons. No separate intimation will be sent on or before the commencement of any Restricted / Shut Period. Exceptions, if any, will be informed separately.

7.4 No Connected Person shall deal in the listed or proposed to be listed securities of the Company during the Restricted / Shut Period.

## **8. Disclosure to the Compliance Officer**

### **8.1 Initial Disclosure:**

a) The Promoters, Directors, Key Managerial Personnel and Designated Person of the Company shall disclose to the Company, its / his / their holding of securities in the Company and also that of his/her Immediate Relatives and for the person for whom

he/it/they take trading decisions, as on the date of the Code becoming effective, **within 30 days of the Code becoming effective.**

- b) Any person who joins the Company as Director, Key Managerial Personnel, Designated Person or on becoming a Promoter shall disclose to the Company, his / their holding of securities in the Company and also that of his/her Immediate Relatives and for the person for whom he/it/they take trading decisions, **within 7 days of being appointed as Director, Designated Employee, Key Managerial Personnel or on becoming a Promoter of the Company.**
- c) The disclosures as required under point no. (a) and (b) above shall also include the positions taken in derivatives of securities of the Company.
- d) The disclosure is to be made in the Format as per **Form 'A & B'** attached herewith.

The Compliance Officer shall maintain the same for a period of 5 years from the date of disclosure.

## **8.2 Continual Disclosure:**

- a) Every Promoter, Director and Employee of the Company shall disclose to the Company the number of securities acquired or disposed within two trading days of such transaction, if the value of securities traded, whether in one transaction or a series of transactions **over any calendar quarter**, aggregates to a traded value **in excess of rupees ten lakh** or such other value as may be specified by SEBI.

The disclosures under this clause shall be maintained by the Compliance Officer for a minimum period of 5 years.

Provided however that the Promoters/Directors / Designated Persons shall make disclosures to the Company even if the changes are within the abovementioned limits.

- b) The disclosures to be made by any person mentioned above shall include those relating to trading by such person's immediate relatives and by any person for whom such person takes trading decisions.
- c) The disclosure is to be made in the Format as per **Form 'C'** attached herewith.

The disclosures under this clause shall be maintained by the Compliance Officer for a minimum period of 5 years.

## 9. Compliance for trading in Securities by Connected Persons and Designated Persons

9.1 Connected Persons and Designated Persons can trade in listed or proposed to be listed securities of the Company only during Trading Window, subject to the following:

- i. Sale / Purchase of value UPTO rupees 10 lakh, in one transaction or over a series of transactions in a calendar quarter can be made without the prior approval of the Compliance Officer,
- ii. Sale / Purchase of value **OVER rupees 10 lakh**, in one transaction or over a series of transactions during a calendar quarter shall be made only with the **prior written approval of the Compliance Officer**.
- iii. The disclosure is to be made in the Format as per **Form 'D'** attached herewith.

Format for Declaration of shareholding at the time of seeking pre-clearance approval is as per **Form "E"** attached herewith.

- iii. Speculative trading is strictly prohibited.
- iv. Connected Persons and Designated Persons **shall not enter into an opposite transaction i.e. sell or buy any number of shares during 6 months following the prior transaction** (i.e. shall have to hold investments for minimum 6 months), except to the extent stated in (v) below.

**In case a contra trade is executed, inadvertently or otherwise, in violation of the above restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India for credit to the Investor Protection and Education Fund administered by the Securities and Exchange Board of India under the Securities and Exchange Board of India Act, 1992.**

- v. The Compliance Officer will have the discretion to permit sale of shares for meeting personal emergency, on a case to case basis. Format of Request is as per **Form 'F'**.

## 10. Pre – clearance of trades

10.1 All Connected Persons and Designated Persons who intend to trade in the securities of the Company for sale / purchase etc. of **traded value over rupees ten lakh**, should seek pre-clearance for the transactions. These transactions shall take place only in period other than the Restricted / Shut Period.

10.2 An application shall have to be made in the prescribed form, as per specimen enclosed and marked as **Form 'G'**, to the concerned Compliance Officer indicating:

- a) the estimated number of securities to be traded.



- b) the details as to the depository with which he/she has a security account,
- c) 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.

10.3 An express undertaking shall also be executed in favour of the Company by such Connected Person/ Designated Person of the Company as per specimen attached and marked as **Form 'H'**.

10.4 The Connected Person/ Designated Person of the Company shall execute the transaction for which pre-clearance has been sought **within 7 trading days after the approval of pre-clearance (both days inclusive)**.

10.5 If the transaction is not executed within 7 trading days after the approval is given, the concerned Connected Person must get the transaction pre-cleared again.

10.6 The Connected Person/ Designated Person shall hold his investments in securities for a minimum period of 6 months to avoid speculation.

10.7 All Connected Persons/ Designated Person shall also not take position in derivative transactions in the securities of the Company or in its holding, subsidiary or associate Company at any time.

10.8 Approval by Compliance Officer

All requests for approval should be sent to the Compliance Officer of the Company and the Compliance Officer is obliged to respond within 1 working day from the receipt of request for approval. In the absence of any response from the Compliance Officer within 1 working day, the person concerned can proceed with the transaction. However, the requirement of reporting transaction to the Compliance Officer remains.

10.9 **It must be understood that the pre-clearance is one of the safeguards for avoiding Insider Trading. However, any transaction which is falling within the provisions of Insider Trading even after pre-clearance will not absolve the Connected Person/ Designated Person from such liability, nor will make the Company party to such Insider Trading.**

A notional trading window shall be used by the Compliance Officer to monitor trading by the designated persons.

**Closure of trading window:** The trading window shall be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information.

Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

Designated Persons and their Immediate Relatives shall not trade in securities when the trading window is closed.

**Re-opening of trading window:** The Compliance Officer shall determine the timing of re-opening of the trading window taking into account various factors including the Unpublished Price Sensitive information in question becoming generally available. In any event the re-opening will not be earlier than 48 hours after the information becomes generally available.

No Designated Person shall apply for pre-clearance of any proposed trade if he is in possession of Unpublished Price Sensitive Information even if the trading window is not closed.

### **11.1 Trading Plan**

The SEBI Regulation envisages the concept of formulation of a “Trading Plan” whereby persons who may be perpetually in possession of Unpublished Price Sensitive Information can plan for trades to be executed in the future in pursuance of a pre- determined trading plan and thus enable them to trade in securities in a compliant manner in accordance with the SEBI Regulations.

- An Insider is entitled to formulate a trading plan and present it to the Compliance Officer for approval. The Trading plan as approved by the Compliance Officer will be notified to the Stock Exchanges on which the Company’s securities are listed (public disclosure of trading plan) subsequent to which trades may be carried out on his behalf in accordance with such plan.
- The Compliance Officer shall review the trading plan to assess any potential for violation of the SEBI Regulations and is entitled to seek express undertakings and declarations from the Insider that he is not in possession of Unpublished Price Sensitive Information or for ensuring that any Unpublished Price Sensitive Information in his possession will become generally available before he commences executing his trades.

**The trading plan once approved shall be irrevocable and the Insider has to mandatorily implement the plan, without deviating from it or to executing any trade in the securities outside the scope of the trading plan.**

### **11.2 Formulation of Trading Plan**

The SEBI Regulations enable the formulation of a trading plan by an Insider to enable him to plan for trades to be executed in future subject to compliance with the following

provisions:

1. Commencement of trading under the trading plan shall take place **only after six months from public disclosure of the trading plan.**

**The trading plan will not commence (even after completion of the 6 month statutory cooling-off period) if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.**

*The Compliance Officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information.*

2. **There shall be no trading in the securities of the Company between the period beginning twentieth trading days before the last day of any financial period and second trading day after disclosure of such financial results.**
3. The trading plan should be for a **minimum period of twelve months.**
4. There shall be no overlap with any period for which another trading plan is in place.
5. **The trading plan should contain of the following details:**
  - a. Value of trades to be effected or the number of securities to be traded
  - b. Nature of the trade i.e. acquisition/disposal
  - c. Intervals at or dates on which trades shall be effected.

Format for seeking approval of Trading Plan is as per the specimen enclosed.

## 12. **Penalty for contravention of the Code**

- i. Any person who contravenes the Code shall be penalised and appropriate action shall be taken by the Company.
- ii. Such persons 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 (if any), etc.
- iii. The action by the Company shall not preclude SEBI from taking any action in case of violation of Regulations viz., from imposing any penalty/punishment/directions as provided in the Regulation.

13. **General Guidelines for Connected Persons & Compliance Officer**

- 13.1 Each Connected Person shall furnish voluntarily to the concerned Compliance Officer the relevant information in the form of initial disclosure and continual disclosure **without any request or reminder**.
- 13.2 In any case, no Connected Persons will divulge any Unpublished Price Sensitive Information to any person who might trade on such information.
- 13.3 All disclosures and all applications for pre-clearance shall be made by the Connected Person and others concerned **ONLY** to the Compliance Officer of the Company.
- 13.4 The Compliance Officer and respective executives involved in handling information to comply with this Policy shall not divulge any information in their possession related to shareholding of the Company, as this is personal information related to an employee and his right of privacy shall not be infringed.
- 13.5 In cases of specific transactions such as merger / amalgamation / takeover / buyback / disinvestments / rights issue etc., it will be the responsibility of the Leader of the Task Force to ensure that no member of the Task Force divulges any Unpublished Price Sensitive Information to anyone and does not trade on the basis of information available with him. The Leader of the Task Force has to take written oath regarding the same from each member of the Task Force.

14. **Disclaimer**

**THIS POLICY IS ONLY INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. EVERY CONNECTED PERSON IS REQUIRED TO FAMILIARISE HIMSELF WITH THE SEBI REGULATION AS IT WILL BE THE RESPONSIBILITY OF EACH CONNECTED PERSON (AND HIS RELATIVES) TO ENSURE COMPLIANCE OF THIS CODE, SEBI REGULATION AND OTHER RELATED STATUTES FULLY.**

15. **SEBI Regulation / Statutory Provisions to prevail**

**PLEASE NOTE THAT IN CASE THE SEBI REGULATION OR ANY STATUTORY PROVISIONS ARE MORE STRINGENT THAN THOSE CONTAINED IN THE CODE, THE SEBI REGULATION / STATUTORY PROVISIONS WILL PREVAIL.**

**CODE OF CONDUCT FOR TRADING IN LISTED OR PROPOSED TO BE LISTED SECURITIES OF  
INDUCTO STEELS LIMITED**

**DEFINITIONS**

1. **“Company”** means **Inducto Steels Limited**.
2. **“Compliance Officer”** means any senior officer, designated so and reporting to the Board of Directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI (Prohibition of Insider Trading) Regulation, 2015 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 the SEBI (Prohibition of Insider Trading) Regulation, 2015, under the overall supervision of the Board of Directors of the Company.
3. (A) **Connected Person means:**

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.

- (B) **Deemed to be connected persons:**

Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:

- a. an immediate relative of connected persons specified in clause (A); or
- b. a holding company or associate company or subsidiary company; or
- c. an intermediary as specified in section 12 of the Act or an employee or director thereof; or
- d. an investment company, trustee company, asset management company or an employee or director thereof; or

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

**Please note that even after a person ceases as insider or Connected Person, the provision will continue to operate for six months after such cessation.**

- 4. **“Other Connected Persons”** means any person as identified by the Company.
- 5. **“Designated Persons”** means executives at the level of General Manager and above of the company and includes all the employees of the Finance Department of the Company.
- 6. **“Generally available information”** means information that is accessible to the public on a non-discriminatory basis.
- 7. **“Immediate Relatives”** means 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.
- 8. **“Insider”** means any person (e.g. Individual, Company, Association or Body of Individuals, whether incorporated or not) who is:
  - i. a connected person; or
  - ii. in possession of or having access to unpublished price sensitive information.

*Explanation: Since “generally available information” is defined, it is intended that anyone in possession of or having access to unpublished price sensitive information should be considered an “insider” regardless of how one came in possession of or had access to such information.*

9. **“Key Managerial Personnel”** as defined under Section 2(51) of the Companies Act, 2013 means, in relation to a company:
- i. the Chief Executive Officer or the Managing Director or the Manager;
  - ii. the Company Secretary;
  - iii. the Whole-time Director;
  - iv. the Chief Financial Officer;
  - v. such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
  - vi. such other officer as may be prescribed
10. **“Promoter”** means shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“ICDR”) or any modification thereof.
11. **“Restricted / Shut Period” shall be as under:**

a.	In respect of announcement of Quarterly / Half Yearly / Yearly Financial Results by the Company	Restricted/Shut Period would commence from 1 <sup>st</sup> of the month subsequent to close of the respective quarter/half year/ year and would be in force till 48 hours after the announcement of Financial Results for respective quarter/half year / year is made public by the Company. Provided for the 4 <sup>th</sup> quarter results of the year, if the Financial Results are not approved by the Board of Directors in the month of April, then the shut period shall commence from 1 <sup>st</sup> day of the month when such result is approved or 15 days whichever period is longer.
b.	Intended declaration of dividend (both interim & final)	a) Special event based restricted period will be applicable to the whole team working on the particular event/ project/ transaction until 48 hours after the said information is made public.  b) For other connected persons too, the restricted period will be applicable until 48 hours after the said information is made public.
c.	Issue or buy back of Securities	
d.	Major Expansion plans or execution of new projects.	
e.	Amalgamations, mergers or takeovers	
f.	Disposal of the whole or substantial part of the Undertaking	
g.	Significant change in policies, plans or operations of the Company	

h.	Any other unpublished price sensitive information	Trading to be closed during the time the information is unpublished.  Trading shall be opened 48 hours after the price sensitive information is made public.
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12. **“SEBI”** means the Securities and Exchange Board of India.
13. **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 and shall include shares, scrips, stocks, bonds, derivatives, debentures, debenture stock or such other instruments recognized as securities and issued by the Company from time to time except units of mutual funds.
14. **“Trading Day”** means a day on which the recognized stock exchanges are open for trading.
15. **“Trading in Securities”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.  
*This is not an exhaustive definition and includes activities which are not strictly buying, selling or subscribing, such as pledging etc.*
16. **“Trading Window”** means the period other than the Restricted / Shut Period.
17. **"Unpublished Price Sensitive Information" (“UPSİ”)** 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 and such other transactions;
  - v. change in key managerial personnel; and
  - vi. material events in accordance with the SEBI Listing Regulations.





## FORM A

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

Name of the company:

ISIN of the company:

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

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		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:

Place:

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

Name of the company: \_\_\_\_\_

ISIN of the company:

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

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others)	Date of appointment Director /KMP OR Date of becoming Promoter	Securities held at the time of Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot)	Notional value in Rupee terms	No. of units (contracts)	Notional value in Rupee terms
1	2	3	4	5	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:

Place:

## FORM C

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

Name of the company:

ISIN of the 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)	Securities held prior to acquisition/disposal		Securities acquired/Disposal		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		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	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell			
												Value	Number of units (contracts * lot size)	Value	Number of units (contract * lot size)		
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	

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

Signature:

Designation:

Date:

Place:

## Form D (Indicative format)

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3) – Transactions by Other connected persons as identified by the company

Name, 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/Disposal		% of shareholding		Date of allotment advice/acquisition of shares/sale of shares specify		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
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>6</b>	<b>7</b>	<b>8</b>	<b>9</b>	<b>10</b>	<b>11</b>	<b>12</b>	<b>13</b>	<b>14</b>	<b>15</b>	<b>16</b>	<b>17</b>

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

Name:

Signature:

Date:

Place:

Statement of Holding at the time of Pre-Clearance (before entering into transactions having <b>market value of over Rs. 10 lakhs or a series of a transaction over any calendar Quarter</b> )	<b>FORM "E"</b>
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To: **The Compliance Officer**  
( Name & address of the Company )

**1. Details of Shares held by the Connected Persons of the Company \*:**

Name	Designation	No. and Description of Securities Held (with Folio / DP ID/Client ID/PAN No)

**2. Details of Shares held by Immediate Relatives and/or Persons for whom trading decisions are taken by the Connected Persons of the Company:**

Name	Relationship	Subscribe/ Buy / sell/ deal	No. and Description of Securities	Price per Security and Total Value

**\*including shares held in Joint  
Names Declaration in the case of  
Sale**

**Signature: \_\_\_\_\_  
Designation & Name:  
Department/ Division of the  
Company**

**I declare that I have complied with the requirement of the minimum holding period of 6 months in respect of the shares sold**

**Declaration in the case of Purchase**

**I declare that I have not sold any shares of the Company during 6 months prior to the date hereof**

<b>Date of Disclosure</b>	

**FORM "F"**  
**APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD**

To,  
The Compliance Officer  
**Inducto Steels Limited**  
156, Maker Chambers VI,  
220 Jamnalal Bajaj Marg,  
Nariman Point, Mumbai-400021

Dear Sir,

I request you to grant me waiver of the minimum holding period of 6 months as required under the Code of prohibition of Insider Trading with respect to \_\_\_\_\_ shares of the Company held by me/ (name of relative) singly/jointly acquired by me on \_\_\_\_\_ (date).

I desire to sell said shares on account of \_\_\_\_\_ (reason to be clearly specified with supporting document viz. Medical certificate, marriage card, etc as applicable).

Thanking You  
Yours Faithfully,

\_\_\_\_\_  
Name:  
Designation:  
Address:

Date:

Encl: a/a

**PRE-CLEARANCE ORDER**

Your request for sale of \_\_\_\_\_ (nos.) of shares of Inducto Steels Limited as mentioned in your above application is approved

Please note that the said transaction must be completed within 7 days from today.

Please confirm on completion of the said transaction.

For **Inducto Steels Limited**

\_\_\_\_\_  
Compliance Officer  
Date:

**FORM "G"**  
**APPLICATION FOR PRE-CLEARANCE**  
**(for all transactions having market value of over Rs. 10 lacs )**

To,  
The Compliance Officer  
**Inducto Steels Limited**  
Mumbai-400021

Dear Sir,

With reference to the Code for trading in the securities of the Company, I seek your approval to subscribe to / agree to subscribe to / purchase / sell / deal in \_\_\_\_\_ (nos.) equity shares of the Company for an amount not exceeding Rs. \_\_\_\_\_

The statement of shareholding in **Form "E"** as on \_\_\_\_\_ and Undertaking in the prescribed format is enclosed for your perusal in this connection.

\_\_\_\_\_  
Name:

Designation:

Address:

Date:

**PRE-CLEARANCE ORDER**

This is to inform you that your request for trading in \_\_\_\_\_(nos.) of shares of the Company as mentioned in your above application is approved. Please note that the said transaction must be completed within 7 days from today.

For **Inducto Steels Limited**

\_\_\_\_\_  
Compliance Officer

Date:

**CONFIRMATION OF DEAL**  
**(To be given within 1 working day of the deal)**

To,  
The Compliance Officer  
**Inducto Steels Limited**  
Mumbai-400021

I confirm that the share trading for which approval was granted on \_\_\_\_\_(date) by purchasing / selling \_\_\_\_\_(nos.) of Equity Shares of the Company at a value of Rs. \_\_\_\_\_ (Rupees \_\_\_\_\_ only).

\_\_\_\_\_  
Name:

Designation:

Address:

Date:

**FORM "H"**

**UNDERTAKING TO BE SUBMITTED ALONGWITH THE APPLICATION FOR PRE-CLEARANCE (for all transactions having market value of over Rs. 10 lacs)**

To,  
**The Compliance Officer**  
Inducto Steels Limited  
Mumbai

I, \_\_\_\_\_ (Name & Designation) residing at \_\_\_\_\_, am desirous of trading in \_\_\_\_\_ (nos.) shares/ securities of the Company as mentioned in my application dated \_\_\_\_\_ for pre-clearance of the transaction.

As required by the Code for prohibition of Insider Trading, I hereby state that:

1. neither do I have access to nor do I have any information that could be construed as "Price Sensitive Information" as defined in the Code upto the time of signing this undertaking;
2. In the event that I have access to or receive any information that could be construed as "Unpublished Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.
3. I have not contravened the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended as on date or the Code of Conduct for prohibition of Insider Trading as notified by the Company from time to time.
4. I have made full and true disclosure in the matter.
5. I have following folios with the Company/ Client ID A/c Nos:-

Sr. no.	Name of Holder/Joint Holder	DP ID and Client ID or Folio No.	No. of shares held

Date:

Signature \_\_\_\_\_  
Name:



**TRADING APPROVAL FORM**

Date:

To,  
The Compliance Officer

Dear Sir/Madam,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct**, I seek approval to purchase / sale \_\_\_\_\_ securities of the Company as per details given below:

Name of the Applicant	
Designation	
Number of securities held as on date	
Folio No. / DP ID / Client ID No.	
The Trading Plan is for	(a) Purchase of securities (b) Sale of securities
Proposed dates of trading in securities	
Value or number of securities proposed to be acquired/sold	
Whether the proposed transaction will be through stock exchange or off-market deal	
Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the form of Undertaking signed by me.

Approved or Disapproved

Date of Approval: \_\_\_\_\_

Signature: \_\_\_\_\_ Print Name: \_\_\_\_\_

Compliance Officer Approval \_\_\_\_\_

Date of Approval -----

Effective Date to commence trading -----

(The approval is subject to the following conditions, as specified in the Annexure)

## Annexure

- i. Trading Plan should be submitted for a minimum period of 12 months.
- ii. No overlapping plan shall be submitted with the existing submitted plan by the Insider.
- iii. Trading shall commence after 6 months from the public disclosure of the plan by compliance officer.
- iv. No trading shall be undertaken between period from 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.
- v. 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. (Except in few case like where insider is in possession of price sensitive information at the time of formulation of the plan and such information has not become generally available at the time of the commencement of implementation).
- vi. Any transaction which is falling within the provisions of Insider Trading even after the approval is granted shall not absolve the Insider from liability under the SEBI (Prohibition of Insider Trading), 2015 and the Company shall not be held liable nor will be recognised as party to such Insider Trading.
- vii. Implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer of the company shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid a violation of SEBI (Prohibition of Insider Trading), 2015.

**EXPRESS UNDERTAKING**

In relation to the above transaction, I undertake that:

I, \_\_\_\_\_, \_\_\_\_\_ of the Company residing at \_\_\_\_\_, am desirous of trading in securities\* of the Company as mentioned in my application dated \_\_\_\_\_ for trading plan.

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

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 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 trading in the securities of the Company until such information becomes generally available.

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

I undertake to submit the necessary report within 2 days of execution of the transaction.

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

Date:

Signature \_\_\_\_\_

\* Indicate number of shares/securities