



***CODE OF INTERNAL PROCEDURES AND CONDUCT FOR
PREVENTION OF INSIDER TRADING IN SECURITIES AND
POLICY FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE
SENSITIVE INFORMATION (UPSI)***

[INSIDER TRADING CODE]

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(CODE OF INTERNAL PROCEDURES AND CONDUCT FOR PREVENTION OF INSIDER TRADING IN SECURITIES OF ELECTROTHERM (INDIA) LIMITED)

I. Introduction & Purpose:

This Code of Internal Procedures and Conduct for Prevention of Insider Trading in Securities of the Company (the 'Insider Trading Code'/'Insider Code'/Code') is made by the Company as per SEBI's Notification dated 15.01.2015 and the SEBI (Prohibition of Insider Trading) Amendment Regulations, 2018. Accordingly to the said amendments, all listed companies have to ensure effective compliances as described under the existing regulations and as amended from time to time.

This Insider Trading Code aims to define, establish and clarify the standards for behavior in Electrotherm (India) Limited (hereinafter referred as 'the Company') and the Company's position in relation to:

- 1) Prevention of 'Insider Trading' in securities of the Company;
- 2) Maintenance of Confidentiality of unpublished price sensitive information;
- 3) Adherence to and compliance with the SEBI regulation governing Prohibition of Insider Trading in listed entities.

Every Designated Person (as defined hereinafter) has a duty to safeguard the confidentiality of all Unpublished Price Sensitive Information obtained in the course of his or her work in the Company or which comes to his or her knowledge during his or her association with the Company. The Designated Person(s) or their Immediate Relative(s) shall not derive any benefit or assist others to derive any benefit from the access to and possession of any Unpublished Price Sensitive Information which is not in public domain and thus constitutes insider information.

II. Objectives:

The Company is committed to:

- i) Preserving the confidentiality and preventing misuse of any unpublished price sensitive information about the Company or any of its securities;
- ii) Adherence to transparency and fairness in dealing with all stakeholders of the Company; and
- iii) Strict compliance with applicable regulations of the Securities and Exchange Board of India.

The objective of this Insider Trading Code is to set out the standards to regulate monitor compliance of Insider Trading Regulations of the Company and report trading by all designated persons and their immediate relatives and their responsibility to preserve and maintain confidentiality of unpublished price sensitive information that may or is expected to affect the price of securities of the Company.

The provisions of this Insider Code have to be read along with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, and if there is any inconsistency / contradictions between the two, the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 shall prevail.

III. Definitions: Definitions of some of the key terms used in the Code are given below:

- i) **“Board” or “Board of Directors”** means the Board of Directors of Electrotherm (India) Limited;
- ii) **“Code” or “Insider Trading Code” or “Insider Code”** means this Code of Internal Procedures and Conduct for prevention of insider trading in securities of Electrotherm (India) Limited;
- iii) **“Company” or “the Company”** means Electrotherm (India) Limited;
- iv) **“Compliance Officer”** means Company Secretary or such other Senior Officer designated by the Board and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under SEBI regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the Insider Trading Code of the Company under the overall supervision of the Board of Directors of the Company.

Explanation : “financially literate” shall mean a person who has the ability to read and understand basis financial statements i.e. balance sheet, profit and loss account, and statement of cash flows;

- v) **“Connected Person”** means:-
 - (1) any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, including by reason of frequent communication with officers of the Company 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 with the Company whether temporary or permanent with the Company, that allows such person, directly or indirectly, access to unpublished price sensitive information of the Company or is reasonably expected to allow such access;
 - (2) Without prejudice to the generality of the foregoing, any person(s) falling within the following categories shall be deemed to be connected persons, unless the contrary is established:
 - (a) a relative of Connected Persons specified in clause (1); or
 - (b) a holding company or associate company or subsidiary company; or

- (c) an intermediary as specified in Section 12 of the SEBI 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 relative or banker of the Company, has more than ten per cent, of the holding or interest; or
 - (k) a firm or its partner or its employee in which a connected person specified in clause (1) of this definition, is also a partner; or
 - (l) a person sharing households or residence with a connected person specified in clause (1) of this definition;
- vi) **“Designated Persons”** means and includes:
- i. Directors of the Company
 - ii. All Promoters
 - iii. Key Managerial Personnel of the Company and its material subsidiaries
 - iv. Chief Executive Officer and employees upto two levels below Chief Executive Officer of the Company and its material subsidiaries who are in M-9 Level/Grade.
 - v. any support staff / employees of Finance, Accounts, IT and Secretarial Department of the Company and its material subsidiaries who are in M3 and above Level / Grade and have access to unpublished price sensitive information
 - vi. Any other persons as may be notified by the Compliance Officer as per the direction of the Board.
- vii) **“Generally available information”** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media;
- viii) **“Immediate Relative”** means the spouse of the person and includes parent, sibling and child of such person or of the spouse, any of them is financially dependent on such person, or consults such person while taking any decision relating to trading in

- securities;
- ix) **“Insider”** means any person who is,
- (i) a connected Person; or
 - (ii) in possession of or having access to unpublished price sensitive information;
- x) **“Key Managerial Personnel” or “KMP”** means person as defined in Section 2(51) of Companies Act, 2013;
- xi) **“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;
- xii) **“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;
- xiii) **“Regulations” or “SEBI Insider Regulation” or “SEBI Regulations”** shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto;
- xiv) **“Relative”** shall mean the following
- (i) spouse of the person;
 - (ii) parent of the person and parent of its spouse;
 - (iii) sibling of the person and sibling of its spouse;
 - (iv) child of the person and child of its spouse;
 - (v) spouse of the person listed at sub-clause (iii); and
 - (vi) spouse of the person listed at sub-clause (iv)
- xv) **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof;
- xvi) **“Trading” or “Trade”** means and includes subscribing, redeeming, switching, buying, selling, dealing or agreeing to subscribe, redeem, switch, buy, sell or deal in the securities of the Company;
- xvii) **“Trading day”** means a day on which the recognized Stock Exchanges are open for Trading;
- xviii) **“Trading Window”** shall mean the trading period of the stock exchanges which is available for trading in the Company’s securities;
- xix) **“Trading Plan”** is a plan formulated by an Insider and presented to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on behalf of the Insider in accordance with such plan as per Regulation 5(1) of the Regulations;

xx) **“unpublished price sensitive information”** means any information relating to a Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall ordinarily including but not restricted to, information relating to the followings:-

- 1) periodical financial results of the company;
- 2) dividends (both interim and final);
- 3) Change in capital structure;
- 4) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business, award or termination of order / contracts not in the normal course or business and such other transactions;
- 5) change in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- 6) change in rating(s), other than ESG rating(s);
- 7) fund raising proposed to be undertaken;
- 8) agreements, by whatever name called, which may impact the management or control of the company;
- 9) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- 10) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- 11) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- 12) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- 13) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- 14) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- 15) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- 16) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1- For the purpose of sub-clause (9):

- a. ‘Fraud’ shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

- b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations, 2015").

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the SEBI LODR Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the SEBI LODR Regulations, 2015 shall be applicable.

Words and expressions used and not defined in these regulations shall have same meaning as contained in the SEBI Insider Regulations.

IV. Policy and Its Applicability:

a. Applicability

This Insider Trading Code is applicable to all the Designated Persons and their immediate relatives.

The Designated Persons shall ensure compliance with the restrictions and /or disposal requirements specified under the Regulations as applicable.

b. Policy

1. No Designated Person when in possession of any unpublished price sensitive information about, or in relation to the Company or any of its securities, shall trade or have dealings in the securities of the Company, either on his/her behalf or on behalf of any other person;
2. No Designated Person shall communicate, provide or allow access to, or counsel, directly or indirectly, any unpublished information relating to the Company or any of its securities, to any other person including other insiders, except on a need to know basis in furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company.
3. All Directors, Key Managerial Personnel and /or Designated Persons or their Immediate Relatives shall conduct their trading in the securities of the Company only during or in a valid trading window strictly in compliance with this Code, more specifically Clause V (i) of this Code – Code of Conduct for Designated Persons.
4. **Trading Plans:**
 - (a) As an exception to the condition that Insider/Designated Person or his/her immediate relative shall not trade when in possession of unpublished price sensitive information, any Designated Person may - subject to prior approval of a Trading Plan by the Compliance Officer and public disclosures -

commence trading on his or her behalf in the securities of the Company as per the approved Trading Plan, provided that such trading plan shall not commence earlier than 120 calendar days from the public disclosure of such Trading Plan.

- (b) Trading Plan shall not entail overlap of any period for which another trading plan is already in existence. Trading Plan shall also set out following parameters for each trade to be executed:
- (i) either the value of trades to be effected or the number of securities to be traded;
 - (ii) nature of the trade;
 - (iii) either specific date or time period not exceeding five consecutive trading days;
 - (iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
 - a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
 - b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

Explanation:

- (i) While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause (iv) shall be optional.
- (ii) The price limit in sub-clause (iv) shall be rounded off to the nearest numeral.
- (iii) Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.

- (c) Trading Plan shall not entail trading in securities market for abuse.
- (d) The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

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

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

- (e) The Trading plan once approved shall be irrevocable and Insider/ Designated Person shall mandatorily have to implement the plan, without being entitled to either from any trade in securities outside the scope of the trading plan or to deviate from its except due to permanent incapability or bankruptcy or operation of law.
- (f) The implementation of Trading Plan shall not commence, if any unpublished price sensitive information in possession of Insider at the time of formulation of trading plan has not become generally available at the time of the commencement of implementation..

Provided that Insider/Designated Person or his/her immediate relative has set a price limit for a trade under clause 4(b) above, the Insider/Designated Person or his/her immediate relative shall execute the trade only if the execution price is within such limit. If price of the security is outside the price limit set by the Insider, the trade shall not be executed.

Explanation:

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

- (i) The Insider/Designated Person or his/her immediate relative shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.
- (ii) Upon receipt of information from the Insider/Designated Person or his/her immediate relative, the Compliance Officer, shall place such information along with his recommendation to accept or reject the submissions of the Insider/Designated Person or his/her immediate relative, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.
- (iii) The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.
- (iv) In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.

- (g) The Compliance Officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval

V. Code of Conduct for Designated Persons:

- i. Any Designated Persons and Immediate Relatives may trade or deal in the securities of the Company only during non-window closure period, subject to pre-clearance of such trade(s) from the Compliance Officer, if such trade or dealing (in one or more tranches in any calendar quarter) is above of following threshold limit:

- 25,000 Equity Shares of the Company of Rs. 10/- each; or
- Rs. 10,00,000/- calculated based on traded value of Securities; or
- 1% of total shareholding / voting rights or more;

whichever is lower.

However, no Designated Person shall be entitled to apply for or seek any pre-clearance of proposed trade(s) if such Designated Person is in possession of unpublished price sensitive information even if the trading window is not closed. Any trade(s) executed based on pre-clearance shall be concluded within 7 (seven) trading days after the date of pre-clearance.

Provided that every Designated Person who is permitted to trade shall not execute (i) any derivative trades; and/or (ii) any contra-trade within a period of 6 (six) months from the original trade. In an event of acquisition of any securities by the Designated Person, contra-trade shall mean sale of such securities and vice-versa. Any violation of this condition/restriction, inadvertently or otherwise, shall entail disgorgement of profits from such trade and remittance for credit to the Investor Protection and Education Fund of SEBI.

Trading Window shall be closed when the compliance officer determines that a designated person or class of persons can reasonably be expected to have possession of unpublished price sensitive information. Designated persons and their immediate relative shall not trade in securities when the trading window is closed.

Trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration / announcement of such financial results by the Company.

Trading Window shall also be applicable to any other person having a contractual or fiduciary relation with the Company including but not restricted to auditors, accountancy firms, law firms, analysts, consultants, etc., advising or assisting the Company. All the Designated Persons or their Immediate Relatives and the category of persons mentioned in this clause shall not be involved in the trading when the Trading Window is closed.

In case of Employee Stock Option Schemes (ESOPs) exercise of option may be allowed in the period when the Trading Window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when the Trading Window is closed.

The trading window restrictions mentioned above shall not apply in respect of transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of Regulation 4 of the SEBI Insider Regulation and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the SEBI;

The timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than 48 hours after the information becomes generally available.

ii. Procedure for pre clearance:

An application may be made by the Designated person(s) who intends to trade / deal in the securities of the Company when not in possession of any unpublished price sensitive information, to the Compliance officer in the prescribed Form given in **Annexure 1** to this Code, indicating the estimated number of securities that the Designated Persons intend to trade / deal in and such Form shall be accompanied by an undertaking (as per the draft given in **Annexure 2**) duly executed in favour of the Company by such Designated Persons. It is clarified that it shall be the responsibility of the Designated Persons to obtain pre-clearance / approval in respect of the proposed trades to be executed in securities of the Company by their immediate relatives.

The Compliance Officer shall issue a pre-clearance order / approval in **Annexure 3**.

All Designated Persons shall execute their trade / deal in respect of securities of the Company within **seven** trading days after the approval of pre-clearance is given. The Designated Persons shall file the details of such trade / deal with the Compliance Officer within **2 (two) days** of the execution of the trade / deal as per **Annexure 4**. In case the transaction pre-cleared is not undertaken, a report shall be filed to that effect.

iii. Holding period:

In case of subscription in the primary market, the Insiders shall hold their investments for a minimum period of **30 days**. The holding period would commence when the securities are actually allotted. 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.

VI. Disclosures:

All the Designated Persons shall be required to submit the following disclosures to the Compliance Officer:

- Initial Disclosure (in Annexure 5)

Any person on becoming a Designated Person shall disclose his/ her holding in the Securities of the Company including that of his/her Immediate Relatives within 30 days of becoming a Designated Person as per **Annexure 5**.

Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter or member of Promoter Group shall disclose his holding of securities of the Company as on the date of appointment or becoming a Promoter or member of Promoter Group, to the Company within seven days of such appointment or becoming a promoter in the Form – A prescribed by SEBI as per **Annexure 6**.

- One time Disclosure

Designated person shall also disclose the names of educational institutions from which they have graduated and names of their past employers on a one-time basis to the Company.

- Annual Disclosure

Every Designated Person shall, on annual bases, disclose his/her holdings in Securities of the Company including details of holding of his/her Immediate Relatives as of March 31 of the relevant financial year, within 30 (Thirty) days as per **Annexure 7** and when the information changes.

- Continual Disclosure

Every Designated Person shall disclose to the company the number of such securities acquired or disposed by him/her or his/her Immediate Relatives within 2 (two) of trading days of such transaction or receipt of intimation of allotment of securities, 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 Lakhs, in **Annexure 8** or such other form as may be prescribed by SEBI. The Compliance Officer shall notify the particulars of such disclosures to the stock exchange on which the securities are listed within 2 (two) working days of receipt of disclosure or from becoming aware of such information.

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

VII. Penalty for contravention of this Code:

All Designated Persons shall be individually responsible for complying with the provisions of this Insider Trading Code including to the extent the provisions hereof are applicable

to his/her Immediate Relatives.

Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code shall be subject to disciplinary action by the Company and liable to be penalized. Appropriate disciplinary action which may be taken by the Company may include wage-freeze, suspension from employment, ineligibility for future participation in employee stock option plans, etc., as may be decided by the Board.

Actions, if any by the Company for such violations shall not preclude SEBI from taking any action under the Regulations or the SEBI Act, 1992. The SEBI may also initiate the Criminal Proceedings under Section 24 or take any action under Chapter VI of the Act. As per Section 15G of SEBI Act, 1992, Penalty for insider trading is :

- a. either on his own behalf or on behalf of any other person, deals in securities of a body corporate listed on any stock exchange on basis of any unpublished price sensitive information or
- b. communicates any unpublished price sensitive Information to any person, with or without his request for such information except as required in the ordinary course of business or under any law
- c. counsels or procures for any other person to deal in any securities of any body corporate on the basis of unpublished price sensitive information

shall be liable to a **penalty which shall not be less than Rs. 10.00 (Rupees: Ten Lakhs) but which may extended to Rs. 25.00 Crore (Rupees : Twenty five Crores Rupees) OR there times the amount of profit made out of insider trading whichever is higher.**

In case it is observed by the Compliance Officer that there has been a violation of the SEBI Insider Regulations by the Designated Person including that of his/her Immediate Relatives, the Compliance Officer shall forthwith inform the Board and inform SEBI/Stock Exchanges about such violation promptly, in such form and such manner as may be prescribed by the SEBI from time to time.

Acknowledgement of Receipt of Code of Internal Procedures and Conduct for Prevention of Insider Trading in Securities and Policy for Fair Disclosure of Unpublished Price Sensitive Information ('Insider Trading Code'):

ACKNOWLEDGEMENT FORM

I have received and read the Company's Code of Internal Procedures and Conduct for Prevention of Insider Trading in Securities and Policy for Fair Disclosure of Unpublished Price Sensitive Information ('Insider Trading Code'). I understand the standards and policies contained in the same and also understand that there may be additional policies or laws specific to my employment.

I, the undersigned, do solemnly agree to comply with the Code of Internal Procedures and Conduct for Prevention of Insider Trading in Securities and Policy for Fair Disclosure of Unpublished Price Sensitive Information.

If I have any questions regarding the nature, applicability and scope of this for Prevention of Insider Trading of Securities, I know that I can consult the Company Secretary of the Company, knowing that my questions or reports or complaints will be maintained in confidence.

I hereby give my consent to the Company to share PAN of mine and/or my immediate relatives with the service provide for seeking trade data.

Name of Director / Employee

Designation:

DIN / PAN:

Date:

Place:

ANNEXURE 1

SPECIMEN OF APPLICATION FOR PRE-CLEARANCE / APPROVAL OF TRADES IN SECURITIES OF THE COMPANY BY DESIGNATED PERSONS INCLUDING THEIR IMMEDIATE RELATIVES

Date:

To,
The Compliance Officer,
Electrotherm (India) Limited
A-1 Skylark Apartment,
Satellite Road, Satellite,
Ahmedabad – 380 015

Dear Sir/Madam,

Application for Pre-clearance/ approval of trades in securities of the Company:

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's **Insider Trading Code**, I seek approval to purchase / sale / subscription of _____ equity shares of the Company by me / my immediate relatives as per details given below:

1.	Name, Address and PAN of the applicant	
2.	Designation	
	Whether the proposed trade / deal is to be carried out by me or by/ in the name my immediate relatives	
	Name of immediate relatives, if the proposed trade / deal is to be carried out by / in the name of immediate relatives	
3.	Number of Securities held by me / my immediate relatives as on date of application	
4.	Folio No. / DP ID/ Client ID No. where the securities will be credited / debited	
5.	The Proposal is for : a. Purchase of securities b. Subscription to securities c. Sale of securities	
6.	Proposed date of trading in securities	
7.	Estimated number of securities proposed to be acquired/ subscribed/ sold	
8.	Price at which transaction is proposed	

9.	Current Market price (as on date of application)	
10.	Whether the proposed transaction will be made through stock exchange or off- market	

I enclose the undertaking for the purpose of pre-clearance is furnished herewith.

Thank You,
Yours faithfully,

(Signature of d Designated Person)
PAN. No.:
* DIN:.

* In case the Director is applicant

ANNEXURE 2

FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE / APPROVAL OF TRADES IN SECURITIES OF THE COMPANY BY DESIGNATED PERSONS INCLUDING THEIR IMMEDIATE RELATIVES

UNDERTAKING

To,
The Compliance Officer,
Electrotherm (India) Limited
A-1 Skylark Apartment,
Satellite Road, Satellite,
Ahmedabad – 380 015

I, _____, _____ of the Company residing at _____, am / my immediate relatives are desirous of dealing in _____ * equity shares of the Company as mentioned in my application dated _____ for pre-clearance/ approval of the transaction.

I / I on behalf of my immediate relatives do hereby solemnly state as under:

I / my immediate relative have / has read and understood the purport of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Insider Trading Code of the Company.

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

In the event that I have access to or have received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I further 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) days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 trading days of the receipt of approval failing which I shall once again seek pre-clearance.

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

Date :

Signature : _____

Name:

PAN:

* Indicate number of shares

ANNEXURE 3

FORMAT FOR PRE- CLEARANCE ORDER / APPROVAL

To,
Name : _____

Designation : _____
Place : _____

This is to inform you that your request for trading in _____ (Nos.) equity shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 (seven) trading days from today.

You are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company.

Yours faithfully,
For **Electrotherm (India) Limited**

Compliance Officer

Date : _____

Encl: Format for submission of details of transaction

ANNEXURE 4

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / trading in securities of the Company)

To,
The Compliance Officer,
Electrotherm (India) Limited
A-1 Skylark Apartment,
Satellite Road, Satellite,
Ahmedabad – 380 015

I hereby inform that, I/mu immediate relatives have bought/sold/subscribed to _____ securities / equity shares of the Company as mentioned below on ____ (date)
:

Name, Address and PAN of holder	Date of Transaction	No. of Securities dealt with	Bought/sold/s subscribed	DP ID/Client ID / Folio No	Price (Rs.)

I undertake to preserve documents evidencing proof of above transaction for a period of 3 years and produce the same to the Compliance officer /SEBI when required.

OR

I hereby inform that I have not bought/sold/ subscribed any securities / equity shares of the Company .

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

Date : _____

Signature : _____

Name :

Designation:

PAN:

ANNEXURE 5 FORMAT FOR INITIAL DISCLOSURE - HOLDING OF SECURITIES OF THE COMPANY BY DESIGNATED PERSON

To,
The Compliance Officer,
Electrotherm (India) Limited
A-1 Skylark Apartment,
Satellite Road, Satellite,
Ahmedabad – 380 015

I, _____ (having PAN _____) (Designation) of the Company, residing at _____, as Designated Person hereby submit the initial disclosure regarding of securities / equity shares of the Company held by me / my immediate relatives/ person with whom I share material financial relationship as on _____ (date of becoming Designated Person) under the Insider Code of the Company.

I have read and undertook the purport of the SEBI (Prohibition of Insider Trading) Regulation, 2015 and Insider Code of the Company.

I. Details of securities of the Company held by me :

Sr. No.	Name & PAN of the Designated Person and phone, mobile number used	Type of Securities	No. of Securities held			Folio. No./ DP ID / Client ID
			In Physical Form (A)	In Demat Mode (B)	Total no. of Security held (A+B)	

II. Details of securities of the Company held of my immediate relative(s)* :

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Insider Trading Code, I hereby declare that I have the following **immediate relative(s)**:

Sr. No.	Name & PAN of the immediate relative(s)/ and phone, mobile number used by them	Relation with the Designated person	Type of Securities	No. of Securities held			Folio. No./ DP ID / Client ID
				In Physical Form (A)	In Demat Mode (B)	Total no. of Security held (A+B)	

* “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.

III. Details of securities of the Company held of person with whom I share material financial relationship#:

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company’s Insider Trading Code, I hereby declare that I have the following persons with whom I share material financial relationship:

Sr. No.	Name & PAN of person and phone, mobile number used by them	Relation with the Designated person	Type of Securities	No. of Securities held			Folio. No./ DP ID / Client ID
				In Physical Form (A)	In Demat Mode (B)	Total no. of Security held (A+B)	

“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.

IV. Education and employment details of Designated Person:

Sr. No.	Name of the educational institution from where graduated

V. Name of past employers:

Sr. No.	Name of Past Employers

- I hereby confirm that, except the persons mentioned in (II) above, there is no other person who is either dependent financially on me or consults me in taking decisions relating to trading or for whom I take decisions relating to trading in Securities of the Company.
- I hereby confirm that, except the person mentioned in (III) above, there is no other person with whom I share a material financial relationship.
- I hereby undertake to inform the changes in the list of Immediate Relative(s) and those with whom I share a material financial relationship from time-to-time.
- I hereby declare that the above details are true, correct and complete in all respects.
- I hereby give my consent to the Company to share PAN and other details of mine and/or my immediate relatives, if required, with the service provide for seeking trade data.

Date : _____

Place:

Signature : _____

Name :

Designation:

PAN:

ANNEXURE 6

FORM A

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a Key Managerial Personnel/Director/ Promoter/Member of the promoter group]

Name of the company: Electrotherm (India) Limited

ISIN of the company: INE822G01016

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

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

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

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

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

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

Name & Signature:

Designation:

Date:

Place:

ANNEXURE 7 FORMAT FOR ANNUAL DISCLOSURE FROM DESIGNATED PERSON

To,
The Compliance Officer,
Electrotherm (India) Limited
A-1 Skylark Apartment,
Satellite Road, Satellite,
Ahmedabad – 380 015

I, _____(having PAN: _____) (Designation) of the Company, residing at _____, as Designated Person hereby submit the annual disclosure regarding securities / equity shares of the Company held by me / my immediate relatives/ person with whom I share material financial relationship as on 31st March, 20....., under the Insider Code of the Company.

I. Details of securities of the Company held by me :

Sr. No.	Name PAN of designated Person and phone, mobile number used	Type of Securities	No. of Securities held as on 1 st April, 20...	No. of securities bought during the financial year ended on 31 st March,	No. of securities sold during the financial year ended on 31 st March,	No. of Securities held as on 31 st March, 20...	Folio. No./ DP ID / Client ID

II. Details of my immediate relative(s)* and securities of the Company held them:

Sr. No.	Name PAN of immediate relative(s) and phone, mobile number used	Relation with the Designated person	Type of Securities	No. of Securities held as on 1 st April, 20...	No. of securities bought during the financial year ended on 31 st March,	No. of securities sold during the financial year ended on 31 st March,	No. of Securities held as on 31 st March, 20...	Folio. No./ DP ID / Client ID

* "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.

III. Details of person with whom I share material financial relationship # and securities of the Company held them:

Sr. No.	Name PAN of person and phone, mobile number used	Relation with the Designated person	Type of Securities	No. of Securities held as on 1 st April, 20...	No. of securities bought during the financial year ended on 31 st March,	No. of securities sold during the financial year ended on 31 st March,	No. of Securities held as on 31 st March, 20...	Folio. No./ DP ID / Client ID



“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.

- I hereby confirm that I have read and undertook the purport of the SEBI (Prohibition of Insider Trading) regulation, 2015 and Insider Code of the Company.
- I hereby give my consent to the Company to share PAN and other details of mine and/or my immediate relatives, if required, with the service provide for seeking trade data.
- I hereby declare that the above details are true, correct and complete in all respects. I undertake to disclose immediately as and she there is a change in the above information.

Date : _____

Place: _____

Signature : _____

Name :

Designation:

PAN:

ANNEXURE 8

FORM B

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

Name of the company: Electrotherm (India) Limited

ISIN of the company: INE822G01016

Details of change in holding of Securities of Promoter, member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/ member of the promoter group/designated person / Directors/immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition / disposal		Date of allotment advice/acquisition of shares/ disposal 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.)	Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No.	Value	Transaction Type (Purchase/Sale/ Pledge / Revocation/ Invocation/Others- please specify)	Type of security (For eg. – Shares, Warrants, Convertible, Debentures, Right Entitlement, etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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



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

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

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

Name & Signature:

Designation:

Date:

Place:

POLICY FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPS)

Electrotherm (India) Limited (the “Company” or “ET”) shall adhere to the practices and procedures detailed in this Fair Disclosure Policy document, effective May 15, 2015, in order to ensure fair disclosure of events and occurrence that could potentially impact price of listed securities of the Company in the market.

A. The Company shall follow the Principles of Fair Disclosures detailed hereunder:

1. The Company will make prompt public disclosure of unpublished price sensitive information 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 will make, uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
3. The Compliance Officer of the Company shall act as Chief Investors Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Company will make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. The Company will ensure that information, if shared, with analysts and research personnel is not unpublished price sensitive information.
7. The Company will develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. The Company will handle all unpublished price sensitive information on a need-to-know basis.

B. Communication or procurement of Unpublished Price Sensitive Information

1. No insider shall communicate, provide, or allow access to any Unpublished Price Sensitive Information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance to legitimate purposes, performance of duties or discharge of legal obligations.
2. No personal shall procure from or cause the communication by any insider of Unpublished Price Sensitive Information, relating to a company or securities listed or

proposed to be listed except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

3. Any person in receipt of Unpublished Price Sensitive Information pursuant to a legitimate purpose shall be considered as Insider and due notice shall be given to such persons to maintain confidentiality of such Unpublished Price Sensitive Information.

Explanation : The term “legitimate purpose” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of this Code.

4. The Company is ensuring that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared as mentioned above alongwith the Permanent Account Number or any other identifier authorised by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.