



GANGA
FORGING LIMITED

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**POLICY ON CODE OF CONDUCT FOR
PREVENTION OF INSIDER TRADING AND
FAIR DISCLOSURE OF UNPUBLISHED PRICE
SENSITIVE INFORMATION**

EFFECTIVE FROM APRIL 1, 2019

[FRAMED AND AMENDED CONSIDERING SEBI [Prohibition of Insider Trading] Regulations, 2015 with Amendments thereto i.e. SEBI [Prohibition of Insider Trading] [Amendment] Regulations, 2018]

**POLICY ON CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND
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POLICY ON CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[FRAMED AND AMENDED CONSIDERING SEBI (Prohibition of Insider Trading) Regulations, 2015 with Amendments thereto i.e. SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018]

I. PREAMBLE:

SEBI (Prohibition of Insider Trading) Regulations, 2015 are applicable to all Listed Company and it mandates every listed company to formulate a code of conduct to regulate, monitor and report trading by its employees and other “connected persons” (as defined under the Regulations) towards achieving compliance with these Regulations and enforce a code of internal conduct and procedures based on the model code provided therein.

Hence, accordingly this policy is framed and amended considering SEBI (Prohibition of Insider Trading) Regulations, 2015 with Amendments thereto i.e. SEBI (Prohibition of Insider Trading)(Amended)Regulations, 2018.

Further, SEBI (Prohibition of Insider Trading) (Amendment) Regulation 2018 notified on December 31, 2018 requires every listed Company, inter alia, to formulate a policy for determination of ‘Legitimate purpose’ as a part of this code formulated under regulation 8 of SEBI PIT Regulation. This Code will be applicable from **April 1, 2019**.

In terms of Regulation 8(1) of the Regulations, the Board of Directors of a listed company shall formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow in order to adhere to each of the principles set out in Schedule A to these regulations. Accordingly, the Board of Directors (“the Board”) of the Company has adopted and formulated Code or Policy of Insider Trading in compliance with the applicable regulations of the SEBI and also to upload that code or policy on Company’s website at www.gangaforging.com under the heading Investor Relation.

II. OBJECTIVE:

The New Code of Conduct for Prevention of Insider Trading (hereinafter referred to as “the Code”) is being introduced to replace the earlier Code of Conduct for Prevention of Insider Trading, (effective 15th May, 2015) to enhance the standards of governance and to take into account certain changes in the organization structure. Accordingly, the Board of Directors (“the Board”) of the Company has adopted and formulated Code or Policy of Insider Trading by approving in its Meeting held on March 31, 2019.

III. DEFINITIONS:

1. **“Act”** means the Securities and Exchange Board of India Act, 1992 (15 of 1992);
2. **“Board”** means the Securities and Exchange Board of India;
3. **“Code”** Means the Code of Conduct for prevention of Insider Trading, as notified hereunder, including any amendments/ modifications made from time to time.
4. **“Company”** means Ganga Forging Limited.
5. **“Compliance Officer”** means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance. Under this Code, designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedure’s, 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 herein under the overall supervision of the Board of Directors of the Company.

Explanation –

For the purpose of this regulation “financial literate” shall mean a person, who has ability to read and understand basic financial statement like Balance Sheet, Statement of Profit and Loss, Cash Flow statement etc.

6. "connected person" means,-

- (i) Any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -
 - (a). an immediate relative of connected persons specified in clause (i); or
 - (b). a holding company or associate company or subsidiary company; or
 - (c). an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - (d). an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e). an official of a stock exchange or of clearing house or corporation; or
 - (f). a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or

- (g). a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- (h). an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
- (i). a banker of the company; or
- (j). a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

NOTE: It is intended that a connected person is one who has a connection with the company that is expected to put him in possession of unpublished price sensitive information. Immediate relatives and other categories of persons specified above are also presumed to be connected persons but such a presumption is a deeming legal fiction and is rebuttable. This definition is also intended to bring into its ambit persons who may not seemingly occupy any position in a company but are in regular touch with the company and its officers and are involved in the know of the company's operations. It is intended to bring within its ambit those who would have access to or could access unpublished price sensitive information about any company or class of companies by virtue of any connection that would put them in possession of unpublished price sensitive information.

7. "Designated Persons" shall include:

- i.** Promoter and Promoter Group of the Company;
- ii.** All Directors;
- iii.** Secretaries and Executive Assistants reporting to the Executive Chairman and the Managing Director;
- iv.** Every employee in the Grade of L5 and above;
- v.** Every employee in the Finance, Accounts, Secretarial, Taxation, Corporate, I.T. and Legal Departments irrespective of their roles and designations and the support staff of the respective departments;

- vi. Any other employee as may be determined on case to case basis and informed by the Compliance Officer from time to time in consultation with the Chairman. and Managing Director of the Company;
- vii. Persons in contractual, fiduciary or advisory relationship with the Company i.e. consultants, retainers, auditors, law firms, analysts, etc.; and
- viii. Immediate relatives of persons covered under clause (i) to (vii) above.

8. **“Director”** means a member of the Board of Directors of the Company.

9. **“Dealing in securities”** Means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or as an agent.

10. **“Financially Literate”** means a person · who has the ability to read and understand basic financial statements i.e. balance sheet, the statement of profit and loss and the statement of cash flows.

11. **“Generally Available Information”** Means Information that is accessible to the public on a non - discriminatory basis.

NOTE: Information published on the website of a stock exchanges, would ordinarily be considered generally available.

12. “Immediate Relative”

The following shall be treated as immediate relative of the designated employee.

- i. Spouse
- ii. Father
- iii. Mother (including step-mother)
- iv. Son (including step-son)
- v. Son's wife
- vi. Daughter (including step-daughter)
- vii. Daughter’s Husband
- viii. Siblings

13. "insider" means any person who is:

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

NOTE: 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. Various circumstances are provided for such a person to demonstrate that he has not indulged in insider trading. Therefore, this definition is intended to bring within its reach any person who is in receipt of or has access to unpublished price sensitive information. The onus of showing that a certain person was in possession of or had access to unpublished price sensitive information at the time of trading would, therefore, be on the person leveling the charge after which the person who has traded when in possession of or having access to unpublished price sensitive information may demonstrate that he was not in such possession or that he has not traded or or he could not access or that his trading when in possession of such information was squarely covered by the exonerating circumstances.

14. "KMP" Means Key Managerial Person, and includes—

- i. the Chief Executive Officer or the managing director or whole time director or the Manager;
- ii. the Company Secretary;
- iii. the Chief Financial Officer; and
- iv. Such other officer as may be appointed by the Board of Directors of the Company as Key Managerial Person.

15. "Legitimate Purpose" shall include sharing of unpublished price sensitive information in the course of business by an insider with partners, collaborators; lenders; customers; suppliers; bankers; merchant bankers; legal advisors; auditors; insolvency professionals; other advisors or consultants provided that such sharing has not been carried out to evade or Circumvent the prohibitions of these Regulations

- 16. "Need to Know basis"** means the Unpublished Price Sensitive Information should be disclosed only to those within the Company who need information to discharge their duties and whose possession _of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- 17. "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.
- 18. "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.
- 19. "Securities"** Shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof, except units of mutual funds.
- 20. "Stock Exchanges"** Shall mean any recognized stock exchange on which Company's securities are listed.
- 21. "trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly ;
- NOTE: Under the parliamentary mandate, since the Section 12A (e) and Section 15G of the Act employs the term 'dealing in securities', it is intended to widely define the term "trading" to include dealing. Such a construction is intended to curb the activities based on unpublished price sensitive information which are strictly not buying, selling or subscribing, such as pledging etc when in possession of unpublished price sensitive information.
- 22. "trading day"** means a day on which the recognized stock exchanges are open for trading;

23. "Unpublished Price Sensitive Information" (UPSI) means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: -

- i. Financial results;
- ii. Dividends;
- iii. Change in Capital Structure;
- iv. Mergers, De-mergers, acquisitions, de listings, disposals and expansion of business and such other transactions;
- v. Changes in Key Managerial Personnel;
- vi. Material Events;

The Compliance Officer may decide any other matter also as Price Sensitive Information.

24. "Whistle Blower" means an employee who reports instance of leak of price sensitive information under this Code.

IV. ROLE OF COMPLIANCE OFFICER:

1. The Company Secretary of the Company has act as the Compliance Officer for the purposes of compliance under this Code of Conduct-PIT, in his/her absence in his/her absence the Managing Director/Executive Director of the company shall act on his/her behalf.
2. 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.
3. The Compliance Officer shall assist all employees in addressing any clarifications regarding the Regulations and the Code of Conduct-PIT.

4. The Compliance Officer shall monitor, review and approve all Trading Plans.
5. The Compliance Officer shall, based on his/her discretion and occurrence of specific events detailed in this Code of Conduct-PIT, regulate and monitor the Trading Window of the securities of the Company.
6. The Compliance Officer may inquire any Designated Persons in relation to Trading of securities and handling of unpublished price sensitive information of the Company.
7. The Compliance Officer may require any other persons (law firms, consultants, investment bankers, vendors, customers, bankers etc.) to disclose shareholding and trading in securities of the Company.
8. The Compliance Officer shall assist the Company in formulation of Chinese walls and Crossing the Wall policy in order to regulate the abuse of unpublished price sensitive information.
9. The Compliance Officer shall confidentially maintain a list of such securities as a restricted list which shall be used as their basis for approving or rejecting application for pre- clearance of trades.
10. The Compliance Officer will propose necessary changes to this Code of the Company, as and when the same are necessitated. The proposal will be considered by the Board of Directors of the Company and, if approved, will take effect immediately following the Board Meeting in which such proposals are approved.

V. DESIGNATION OF CHIEF INVESTOR RELATIONS OFFICER (CIRO):

The Company shall designate a senior officer as a Chief Investor Relations Officer ("CIRO") to deal with dissemination and disclosure of UPSI.

The CIRO would be responsible to ensure timely, adequate, uniform and universal dissemination and disclosure of UPSI pursuant to this Code as required under the Insider Trading Regulations so as to avoid selective disclosure.

The CIRO shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and co-ordinating disclosure of UPSI to Stock Exchange(s) where JFL Securities are listed, analysts, shareholders and media, and educating employees on disclosure policies and procedure.

Disclosure/ dissemination of UPSI may normally be approved in advance by CIRO. In case of doubt, the CIRO shall consult and seek approval of the Managing Director/Executive Director(s) / the Chief Financial Officer of the Company pursuant to the Listing Agreement / Regulations, before dissemination of such information.

If UPSI is accidentally disclosed without prior approval of CIRO, the person responsible shall inform the CIRO immediately. The CIRO will then promptly disseminate the information so as to make such information generally available.

VI. 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 of legitimate purposes, performance of duties or discharge of legal obligations.
- (2) No person 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) Notwithstanding anything contained in this regulation, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:–

- (i) entail an obligation to make an open offer under the takeover regulations where the board of directors of the Ganga Forging Limited is of informed opinion that sharing of such information is in the best interests of the company;
- (ii) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the listed company is of informed opinion that sharing of such information is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts.

(4) For purposes of point (3), the board of directors of Ganga Forging Limited shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of point (3), and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

(5) The board of directors of Ganga Forging Limited shall ensure 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 under this regulation along with the Permanent Account Number or any other identifier authorized 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.

VII. LEGITIMATE PURPOSE:

For some strategic business plan it may be necessary for Company to disclose the Unpublished price sensitive Information to-

- a. Partners
- b. Collaborators
- c. Lenders
- d. Customers
- e. Suppliers
- f. Merchant Bankers
- g. Legal Advisors
- h. Auditors
- i. Insolvency professionals or
- j. Other advisors or consultants

Purpose of such disclosure of Unpublished Price sensitive information will not be carried out to evade or circumvent the prohibitions of the Regulation of Prohibition of Insider Trading.

Above disclosure will be made after entering into the confidentiality agreement or non-disclosure agreement prepared in consultation with legal advisor. This agreement would be signed and stamped by the Company and opposite party. Company will also serve the due notice to such persons to maintain confidentiality.

VIII. DEALING IN SECURITIES BY DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVES:

In addition to the prohibitions on insider, this Code imposes certain additional responsibilities and restrictions on certain categories of persons, who are defined as Designated Persons.

IX. DISCLOSURE BY DESIGNATED PERSON:

1. Furnish Continual Disclosure about the number the number of such securities acquired or disposed of within two trading days of such

transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified;

2. Designated persons shall disclose names and PAN or other identifier authorized by law, of the following persons in the format annexed as “Annexure-XI” on annual basis and as and when the information changes;
 - a) Designated person him/herself
 - b) Immediate relatives of designated person
 - c) Persons with whom such designated person(s) has a material financial relationship
 - d) Phone/cell numbers which are used by them
 - e) Names of educational institutions from which designated persons have graduated and names of their past employers (on one-time basis only);

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

Every Designated Person is required to maintain strict confidentiality of all Unpublished Price Sensitive Information and prohibited from passing on such information to any person directly or indirectly. Attention is specifically drawn to Regulation 3(i) of the PIT Regulations, which prohibits an insider to communicate, provide, or allow access to any Unpublished Price Sensitive Information relating to the Company or its securities listed or proposed to be listed. All data, documents, information, forms, records, files (physical as well as soft files) are required to be kept secure and confidential by all the designated persons. All information within the organization shall be handled on need to know basis.

When a person who has traded in securities has been in possession of unpublished price sensitive information, his/her trade would be presumed to

have been motivated by the knowledge and awareness of such information in his possession.

X. DUTIES OF DESIGNATED PERSON:

1. Designated officer shall maintain confidentiality of all Unpublished Price Sensitive Information.
2. Designated officer shall Communicate Unpublished Price Sensitive Information to other Designated Persons only a “need to know” basis, i.e. Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their legitimate duties or for other legitimate purposes.
3. Designated officer shall follow a “Chinese Wall” mechanism thereby preventing passing of unpublished price sensitive information to any person for any purpose other than those to whom and for which such information can be conveyed legally in accordance with the code read with SEBI [Prohibition of Insider Trading] [Amendment] Regulations, 2018 viz. process permitting “cross the wall”.
4. Designated officer shall Not pass on any Unpublished Price Sensitive Information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company.
5. Designated officer shall when the trading window is closed i.e. shall not purchase, sale or deal in securities either by themselves or their relatives, other than as permitted under Regulation 5 of SEBI(Prohibition of Insider Trading)Regulations, 2015 and SEBI [Prohibition of Insider Trading] [Amendment] Regulations, 2018.
6. Not to make any contra trade within six months of the last transaction for which the contra trade is being considered. However,

such restriction will not to be applicable for trades carried out in accordance with an approved trading plan and for trades pursuant to exercise of stock options.

7. Obtain approval for the proposed transaction before entering into such transactions from the Compliance Officer by making an application in the prescribed Pre-dealing Form [which is available with the Compliance Officer] if they intend to deal in the securities of the Company.

Upon approval of the pre-dealing application by the Compliance Officer, execute their order in respect of securities of the Company within five trading days from the date of the pre-dealing approval. If the order is not executed within this five day period, the Designated Persons must obtain a fresh pre-dealing approval again. The Chairman of the Audit Committee is being also granted with the power of approving the pre-dealing application form.

8. Not to deal in any securities of the Company in any manner which is contrary to SEBI [Prohibition of Insider Trading] Regulations, 2015 or this Code, whether stated or implied.

XI. TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION:

- (1) No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information

Explanation –When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

XII. TRADING PLAN:

1. An insider, who may be perpetually in possession of UPSI, in order to plan for trades to be executed in future, shall formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

Trading plan shall:

- i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
 - ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which quarterly results and annual result are required to be announced by the company and the second trading day after the disclosure of such financial results;
 - iii) Trading plan shall entail trading for a period of not less than twelve months.
 - iv) not entail overlap of any period for which another trading plan is already in existence;
 - v) Trading not entail trading in securities for market abuse.
2. 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.

The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as maybe necessary to enable such assessment and to

approve and monitor the implementation of the plan as per provisions of the Regulations.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any Unpublished Price Sensitive Information (UPSI) and the said information has not become generally available at the time of the commencement of implementation.

3. The trading plan once approved shall be irrevocable and it shall be mandatorily have to be implemented and without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.
4. The commencement of the Plan shall be deferred until such UPSI becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.
5. Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

XIII. PRE-CLEARANCE OF TRADING:

- i) Designated Persons may Trade in the securities of the Company when the trading window is opened and if the value of the proposed trades is above 36,000 shares or upto Rs. 10 Lakhs (market value), whichever is less, should pre-clear the transaction, after obtaining approval of the Compliance Officer by submitting an application as per Annexure-II and an undertaking as per Annexure-III.
- ii) The Compliance Officer shall not approve any proposed Trade by Designated Person if the Compliance Officer determines that such

Designated Person is in possession of UPSI even though the trading window is open.

- iii) The Compliance Officer may, after being satisfied that the application and undertaking are true and accurate, approve Trading by a Designated Person, on the condition that the Trade so approved shall be executed within seven trading days following the date of approval.
- iv) The Designated Person shall, within two days of the execution of the Trade, submit the details of such Trade to the Compliance Officer as per Annexure-V. In case the transaction is not undertaken, intimation shall be made to that effect.
- v) If the pre-cleared Trade is not executed within seven trading days after the approval is given, the Designated Person must secure pre-clearance of the transaction again.
- vi) A Designated Person who Trades in securities without complying with the preclearance procedure as envisaged in these Rules or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to the penalties as envisaged in these Rules.
- vii) 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.

XIV. TRADING WINDOW AND PROHIBITION ON DEALING DURING WINDOW CLOSURE:

1. The Company shall specify a trading period, to be called "Trading Window", for trading in the Company's Securities. When the Trading Window is closed, all Designated Persons (including their immediate relatives) and all promoters including member of promoter group shall not trade in the Company's securities in such period.

2. The Trading Window shall be, inter alia, closed during the time the information Referred to below is unpublished:
 - i. From the date of announcement of Board Meeting for declaration of financial results;
 - ii. From the date of announcement of Board Meeting for declaration of dividends;
 - iii. From the date of announcement of Board Meeting held to approve change in capital structure or further issuance of securities by way of public/right/bonus, etc.;
 - iv. From the date of announcement of Board Meeting held to approve mergers, demergers, takeovers, acquisitions, buy - back, delisting, disposals and expansion of business and such other transactions;
 - v. From the date of announcement of Change(s) in KMP;
 - vi. For such other period and for any such other event as and when the Compliance officer determines that designated persons or class of designated persons can reasonably be expected to have unpublished price sensitive information and as may be deemed fit by the Compliance Officer.

3. The time for re - opening of 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 referred to above becomes public/generally available.

4. The trading/dealings in Company's securities by all Designated Persons (including their immediate relatives) shall be conducted during the period when the trading window is open subject to pre - clearance by Compliance Officer, or as per approved trading plan and shall not deal in any transaction involving the purchase or sale of the Company's Securities during the periods when Trading Window is closed, or during any other period as may be specified by the Compliance Officer from time to time.

XV. DISCLOSURE REQUIREMENTS:

1. Initial Disclosure :

Every Promoter, Promoter Group, Key Managerial Personnel, Director of the Company shall disclose his/her holding of securities of the Company within thirty days of these Rules taking effect as per Form A set out in Annexure-VII.

Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter shall disclose his / her and immediate Relatives' holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter, as per Form B set out in Annexure-VIII.

2. Continual Disclosure :

Every Promoter, Promoter Group, employee, Director of the Company and each of their Immediate Relatives shall disclose as per Form C set out in Annexure-IX to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10lakhs.

The disclosure shall be made within two trading days of:

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

3. Disclosure to the Stock Exchanges :

The Compliance Officer shall notify the stock exchanges, particulars of the Trades, within two trading days of the receipt of the Continual Disclosure or from becoming aware of such information.

4. Disclosure by other Connected persons :

The Compliance Officer may, require any other Connected Person to disclose the holdings and trading in securities of the Company as per Form D set out in Annexure-X at such frequency as he/she may determine.

XVI. MAINTENANCE OF STRUCTURED DIGITAL DATABASE:

1. The Company shall maintain a structured digital database containing the names of such persons or entities as the case may be with whom information is shared under this code read with PIT Regulations, along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.
2. The said digital database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non - tampering of the database.

XVII. PENALTY FOR INSIDER TRADING:

- i) An Insider who acts in contravention of these Rules shall be liable to have his services or relationship with the Company, as the case may be, terminated.
- ii) Directors, Officers and employees of the Company who violate these rules shall be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in the Company's stock option plans or termination.
- iii) The SEBI or any other appropriate regulatory authority would also be informed of the violation of these Rules so that appropriate action may be taken.

XVIII. CODES OF PRACTICES PRINCIPLES OF FAIR DISCLOSURE:

- **PRINCIPLES:**

1. Ganga Forging Limited, its intermediary and other persons formulating a code of conduct shall identify and designate a compliance officer to administer the code of conduct and other requirements under these regulations.
2. The board of directors or head(s) of the Ganga Forging Limited shall ensure that the chief executive officer or managing director shall formulate a code of conduct with their approval to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with the regulations of SEBI (Prohibition of Insider Trading), adopting the minimum standards set out in Minimum Standards for Code of Conduct for Listed Companies to Regulate, Monitor and Report Trading by Designated Persons and Minimum Standards for Code of Conduct for Intermediaries and Fiduciaries to Regulate, Monitor and Report Trading by Designated Persons to these regulations, without diluting the provisions of these regulations in any manner.
3. The company shall 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.
4. The Company shall maintain Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure
5. The Company shall designate a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
6. The Company shall make Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

7. The Company shall adopt a means of Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
8. The Company shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
9. The Company shall 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.
10. The Company shall handle of all unpublished price sensitive information on a need-to-know basis.
11. The Chief Executive Officer, Managing Director or such other analogous person of Ganga Forging Limited, it's intermediary or fiduciary shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in the regulations to prevent insider trading.
12. The board of directors of Ganga Forging Limited and the board of directors or head(s) of the organization of intermediaries and fiduciaries shall ensure that the Chief Executive Officer or the Managing Director or such other analogous person ensures compliance with regulation 9 and sub-regulations (1) and (2) of SEBI regulation (Prohibition of Insider Trading).
13. The Audit Committee of Ganga Forging Limited or other analogous body for intermediary or fiduciary shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

- **INTERNAL CONTROL:**

The internal controls shall include the following:

- (a). All employees of the company who have access to unpublished price sensitive information are identified as designated employee;
- (b). The company will make sure that all the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of these regulations;
- (c). Adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by regulations;
- (d). lists of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;

- **LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION:**

1. Inquiry for leakage of the Information:

In case Unpublished Price Sensitive Information (UPSI) is proposed to be provided, the person proposing to provide the information shall consult Chief Financial Officer / Company Secretary / Chairman and Managing Director in advance.

2. Whistleblower in case of leak of unpublished price sensitive information:

- a. The whistle blower may report the leak of Unpublished Price Sensitive Information by an e-mail to the Compliance Officer /Managing Director with the subject line; 'LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION'.
- b. On receipt of the report of leak, the Compliance officer shall study the report and ascertain its genuineness before conducting an inquiry.

- c. On ascertaining the genuineness of the leakage report, the Compliance Officer shall intimate the Board of Directors and the Audit Committee.
- d. The Company shall take further actions based on the recommendations of the Board and the Audit Committee.
- e. The report of leak of Unpublished Price Sensitive Information made by the Whistle Blower must be genuine and must be supported by documentary evidence I supporting data or material. If it is established that the allegation of leak was made with malafide intentions or was frivolous in nature or was not genuine, the Whistle Blower shall be subject to disciplinary action.

3. Procedure to inquire in the case:

In case any UPSI is leaked or is suspected to be leaked by any insider, Company Secretary/Chief Financial Officer will investigate the matter and collect / gather the evidences and will report to the Chairman of Audit Committee. The Chairman of the Audit Committee will thereafter convene meeting of Audit Committee depending on severity of the matter.

All the matters concerning leak of UPSI or suspected leak of UPSI, will be thoroughly investigated by Company Secretary/ Chief Financial Officer may at their discretion, consider involving external investigators for the purpose of the investigation.

Company Secretary/ Chief Financial Officer may ask the concerned insider to remain present for investigation, discussion etc. and for such investigation CS/CFO may ask for personal bank account statement or such other details or documents as it deems fit.

4. Final Report:

After considering fact and circumstances of the case Company Secretary/ Chief Financial Officer will give final report to the Chairman of the Audit Committee.

Chairman of the Audit Committee will convene a meeting of the audit committee considering the severity of the matter.

The Audit Committee based on such report decides the suitable action including but not limited to withholding of salary/termination of employment/monetary penalty.

- **PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT:**

1. Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions are applicable to his/her dependents).

2. The persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, claw back, ineligibility for future participation in employee stock option plans, etc

3. The penal action taken by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations against the insider under the SEBI Act, 1992.

4. Penalties recovered as per SEBI Act, 1992 will be remitted to SEBI Investor Protection and Education Fund:

**Annexure-II
APPLICATION FOR PRE-TRADING APPROVAL**

To,
Compliance Officer
 Ganga Forging Limited
 Plot No. 1, Survey No. 298 & 30,
 Shapar (Veraval), Talu-Kotdasangani,
 Dist-Rajkot – 360 024,
 Gujarat, INDIA

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

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Insider Trading Policy, I seek approval to purchase / sell / subscribe _____ equity shares 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 proposal is for :	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
Proposed date of trading in securities	
Estimated number of securities proposed to be purchased/subscribed/sold	
Current market price (as on date of application)	
Whether the proposed transaction will be through stock exchange or off-market trade	
Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the Undertaking signed by me.

Signature : _____

Name:

Status of Designated person:

Date :

Annexure -III

**FORM OF UNDERTAKING TO BE SUBMITTED ALONG WITH THE APPLICATION
FROM OF PRE-CLEARANCE**

To,
Compliance Officer/ Chairman of Audit Committee,
Ganga Forging Limited
Plot No. 1, Survey No. 298 & 30,
Shapar (Veraval), Talu-Kotdasangani,
Dist-Rajkot – 360 024,
Gujarat, INDIA

I/We, _____, _____ of the Company
residing at _____, am desirous of dealing
in _____ shares of the Company as mentioned in my application
dated _____ for pre-clearance of the transaction.

I/We further declare that I/We am/are 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/We 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/We 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/We declare that I/We have not contravened the provisions of the Code as notified by the
Company from time to time.

If approval is granted, I/We shall execute the deal within 5 days of the receipt of approval
failing which I shall seek pre-clearance.

I/We declare that I have made full and true disclosure in this matter.

Date:

Signature: _____

Name:

Annexure IV
FORM OF GRANT OF PRE-CLEARANCE BY THE COMPLIANCE OFFICER
(ON THE LETTERHEAD OF THE COMPANY)

To,

Name of Person: _____

Designation: _____

Address: _____

Sub: PRE-CLEARANCE ORDER

Ref.: Your Application dated _____

This is to inform you that your request for dealing in _____ [nos.] Shares of the Company as mentioned in your above mentioned application is approved. Please note that the said transaction must be completed on or before _____ that is within 5 trading days from today failing which a fresh application for Pre-Clearance of the said Transaction will have to be made to the undersigned.

For, Ganga Forging Limited

Compliance Officer/ Authorized Person

Date:

Annexure V

FORMAT FOR DISCLOSURE OF TRANSACTIONS

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

To,

Compliance Officer

Ganga Forging Limited

Plot No. 1, Survey No. 298 & 30,

Shapar (Veraval), Talu-Kotdasangani,

Dist-Rajkot – 360 024,

Gujarat, INDIA

Sub: Disclosure of Transactions.

Dear Sir/Madam,

I hereby inform that I/we:

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

Name of holder	No. of securities dealt with	Bought/sold/subscribed	DP ID/Client ID / Folio No	Price (Rs.)

I declare that the above information is correct and that no provisions of the Company's Code or Policy and/or applicable laws/SEBI (Prohibition of Insider Trading) Regulations, 2015 have been contravened for effecting the above said transactions(s).

Signature : _____

Name:

Designation:

Date:

Annexure VI

FORM OF CONFIRMATION OF DEAL

[To be submitted within 4 days of transaction/Dealing in securities of the Company]

To,
Compliance Officer
Ganga Forging Limited
Plot No. 1, Survey No. 298 & 30,
Shapar (Veraval), Talu-Kotdasangani,
Dist-Rajkot – 360 024,
Gujarat, INDIA

Sub: Confirmation of Deal.

Ref: Your approval letter No. _____ dated _____ [in case of pre-approved transaction]

Dear Sir/madam,

I/We hereby inform you that I/We:

- have not bought/sold/subscribed any Securities of the Company
- have bought/sold/subscribed to the _____ Securities as mentioned below on _____
[insert date]

Name of the holder	First or joint holder	No. of Securities dealt with	Bought/ Sold/ Subscribed	DP ID/Client ID [electronic form] or Folio no. for physical where the sec. will be debited or credited	Price [Rs.]

In connection with the aforesaid transaction(s), I/We hereby undertake to preserve, for a period of 3 years and produce to the Compliance Officer/SEBI any of the following documents:

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

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

I/We agree to hold the above Securities for a minimum period of 6 months.

Thanking you.

Yours faithfully,

**Annexure VII
FORM A**

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

GANGA FORGING LIMITED

(ISIN: _____)

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

Name, PAN No., CIN/DIN & address with Contact No.	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 Future contracts held as on the date of regulation coming into force	
		Type of security (For e.g. – 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

Name & Signature:

Designation:

Date:

Place:

**Annexure VIII
FORM B**

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

GANGA FORGING LIMITED
(ISIN: _____)

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) of SEBI Regulations.

Name, PAN No., CIN/DIN & address with Contact No.	Category of Person (Promoters/KMP/Directors/immediate relatives/others etc.)	Date of appointment of Director /KMP or Date of becoming Promoter	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 Future contracts held as on the date of regulation coming into force	
			Type of security (For e.g. – 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

Name & Signature:

Designation:

Date:

Place:

**Annexure IX
FORM C**

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

GANGA FORGING LIMITED

(ISIN: _____)

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) of SEBI Regulations.

Name, PAN No., CIN/DIN & address of Promoter/Employee/Director with Contact No.	Category of Person (Promoters/KMP/Directors/mediate relatives/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/disposed			% of Shareholding		Date of allotment advice/acquisition of shares/sale of shares specify		Date of intimation to company	Mode of Acquisition (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 e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For e.g. – 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)			

Name & Signature:

Designation:

Date:

Place:

**Annexure X
FORM D**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(3) – Transactions by other Connected Persons as identified by the Company]**

GANGA FORGING LIMITED

(ISIN: _____)

Name, PAN No., CIN/DIN & address of Promoter/Employee/ Director with Contact No.	Category of Person (Promoters/KMP/ Directors/mediate relatives/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/disposed			% of Shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify	Date of intimation to company	Mode of Acquisition (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 e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For e.g. – 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)

Name & Signature:

Designation:

Date:

Place:

Annexure XI

Format for annual information by designated person

[Clause (7) of the Code and Clause (14) of Schedule 'B' to SEBI (Prohibition of Insider Trading) Regulations, 2015]

Name	PAN	Names of educational institutions from which designated persons have graduated(Disclosure on one time basis only)	Names of their past employers (Disclosure on one time basis only)

Name of the immediate relatives and person(s) with whom material financial relationship is shares	Relationship	PAN	MOBILE NO.

Name & Signature:

Designation:

Date:

Place: