

MANGALORE REFINERY AND PETROCHEMICALS LIMITED

(A Subsidiary of Oil and Natural Gas Corporation) Website:

www.mrpl.co.in

CIN: L23209KA1988GOI008959

THE CODE OF INTERNAL PROCEDURES AND CONDUCT FOR PROHIBITION OF INSIDER TRADING IN DEALING WITH THE SECURITIES OF MANGALORE REFINERY AND PETROCHEMICALS LIMITED (MRPL)

CHAPTER –I

1.0 Preliminary:

- (a) This code shall be called "The Code of Internal Procedures and Conduct for Prohibition of Insider Trading in dealing with the securities of MRPL."
- (b) It shall come into force with effect from the date of approval of the Board.
- (c) This "The Code of Internal Procedures and Conduct for Prohibition of Insider Trading in dealing with the securities of MRPL" shall apply to all "insiders" defined at 2.9 including Connected Person and Designated Persons.
- (d) Shri Dinesh Mishra, Company Secretary is designated by the Board of Directors of the Company as Compliance Officer and Chief Investor Relations Officer pursuant to "The Code of Internal Procedures and Conduct for Prohibition of Insider Trading in dealing with the securities of MRPL."

2.0 Definitions:

2.1 "Act" means the Securities and Exchange Board of India Act, 1992 (15 of 1992);

2.2 "Board" means the Securities and Exchange Board of India;

2.3 The term "**Regulations**" shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto. **(Refer Annexure-I)**

2.4 "**Compliance Officer**" means Company Secretary of MRPL who shall report to the board of directors and shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of Mangalore Refinery and Petrochemicals Limited (MRPL);

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2.5 "Connected Person" means,-

- (i) any person who is or has during the six months prior to the concerned act been associated with MRPL, 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 MRPL or holds any position including a professional or business relationship between himself and MRPL 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 recognised or authorized by the Board; or
 - (i) a banker of MRPL; or
 - (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of MRPL or his immediate relative or banker of MRPL, has more than ten per cent of the holding or interest;

2.6 "Designated Persons" shall include –

- (a) All members of the Board of Directors, all executives of MRPL of the level of Group General Managers.
- (b) All Key Executives, not covered in (a) above, as designated by the Executive Committee of MRPL from time to time.

- (c) All employees of the Offices of Managing Director, Director (Finance) and Director (Refinery).
- (d) All employees of Finance & Accounts, Corporate Communications, TS,CP&BD, Marketing and Secretarial Department;
- (e) Any other employee of MRPL to be notified by the Compliance Officer, from time to time, with the approval of the Board of Directors;
- (f) Dependent family members /immediate relative members of (a) to (e) above.
- (g) Connected Person and Insiders having possession of unpublished price sensitive information
- (h) Any support staff of MRPL, intermediary or fiduciary such as IT staff or Secretarial staff or Corporate Communication staff who has access to unpublished price sensitive information
- (i) Designated persons of material subsidiaries
- (j) Promoters and Promoter Group of the Company

2.7 “Generally available information” means information that is accessible to the public on a non-discriminatory basis;

2.8 “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.

2.9 “Insider” means any person who is,

(i) a connected person; or

(ii) in possession of or having access to unpublished price sensitive information.

2.10 “Promoter” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;

2.11 “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;]

2.12 “Securities” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

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2.13 "Takeover regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

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2.14 "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in securities of MRPL, and "trade" shall be construed accordingly ;

2.15 "Trading day" means a day on which the recognized stock exchange are open for trading;

2.16 "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 following: –

- (i) Financial results;
- (ii) Dividends;
- (iii) Change in capital structure;
- (iv) Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) Changes in Key Managerial Personnel; and
- (vi) Material events in accordance with the Listing Regulations.

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CHAPTER- II

APPLICABILITY

This “Code of Internal Procedures and Conduct for prohibition of insider trading in dealing with the securities of MRPL” shall apply to all “insiders” defined at 2.9, as above including Connected Person and Designated Persons.

CHAPTER – III

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

To maintain confidentiality of Unpublished Price Sensitive Information (UPSI) shared by insiders in the ordinary course of business, a policy for determination of “legitimate purposes” for sharing such UPSI with outsiders is provided at Appendix – I

RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

3.0 Communication or procurement of unpublished price sensitive information

- 3.1 No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to securities of MRPL or securities proposed to be listed by MRPL, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 3.2 No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to securities of MRPL or securities proposed to be listed by MRPL, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 3.3 Notwithstanding anything contained in this Code, unpublished price sensitive information may be communicated, provided, allowed access to or procured, in terms of the provisions of Regulation 3(3) and 3(4) of the “**Regulations**”.
- 3.4 The Structured database shall be maintained containing the names of persons or entities, as the case may be, with whom information is shared under this Code along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Adequate internal controls and checks such as time stamping and audit trails should be maintained.

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3.5 All Designated Person need to ensure that details of the entities with whom UPSI is shared, is submitted to the Compliance Officer within 2 days to enable maintenance of the structured database.

4.0 Trading by insiders including promoters, non-individual insiders when in possession of unpublished price sensitive information shall be governed by Regulation 4 of the “Regulations”.

5.0 Trading when in possession of unpublished price sensitive information.

5.1 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:

Provided that the insider may prove his innocence by demonstrating the circumstances including the following: –

(i) the transaction is an off-market *inter-se* transfer between promoters who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;

(ii) in the case of non-individual insiders: –

(a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and

(b) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

5.2 In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the Board of Directors.

6.0 Trading Plans.

6.1 An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan. (Refer Annexure-II)

6.2 Such 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;

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- ii. not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by MRPL of the securities and the second trading day after the disclosure of such financial results;
 - iii. entail trading for a period of not less than twelve months;
 - iv. not entail overlap of any period for which another trading plan is already in existence;
 - v. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - vi. not entail trading in securities for market abuse.
- 6.3 The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these Code and **“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.
- 6.4 The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.
- Provided that* the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid a violation of this Code or **“Regulations”** .
- 6.5 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities of MRPL are listed.

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CHAPTER – IV

DISCLOSURES OF TRADING BY INSIDERS

7.0 General provisions.

7.1 Every public disclosure under this Chapter shall be made within two trading days. The disclosures to be made by any person under this Chapter shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions. The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Chapter:

Provided that trading in derivatives of securities is permitted by any law for the time being in force.

7.2 The disclosures made under this Chapter shall be maintained by the company, for a minimum period of five years, in such form as may be specified.

8.0 Disclosures by certain persons.

8.1 Initial Disclosures.

- a. Every promoter and director of MRPL shall disclose their holding of securities in MRPL within **thirty days** of these regulations taking effect, unless the disclosure in this regard has already been made to the Company; **(Refer Annexure-III, FORM-A)**
- b. Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter shall disclose their holding of securities of MRPL as on the date of appointment or becoming a promoter, to the company within **seven days** of such appointment or becoming a promoter. **(Refer Annexure-IV, FORM-B.)**

8.2 Continual Disclosures.

- a. Every promoter, employee and director of MRPL shall disclose to the company the number of such securities acquired or disposed of within **two** trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ₹ 10(ten) lakh; **(Refer Annexure-V, FORM-C)**

- b. Compliance Officer of MRPL shall notify the particulars of such trading to the stock exchange on which the securities are listed within **two** trading days of receipt of the disclosure or from becoming aware of such information.

8.3 Disclosures by other connected persons.

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

8.4 Reporting of Instances under Whistle blower policy

Any MRPL employee/Director may report any instances of leak of UPSI in conformity with the Whistle Blower Policy of the Company. The Whistle Blower Policy is hosted on the website of the company at www.mrpl.co.in

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CHAPTER – V

9.0 PRINCIPLES OF FAIR DISCLOSURE ON UNPUBLISHED PRICE SENSITIVE INFORMATION

9.1 MRPL shall

- (a) 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.
- (b) ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- (c) Compliance Officer / Chief Investor Relations Officer shall deal with dissemination of information and disclosure of unpublished price sensitive information.
- (d) ensure prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- (e) endeavor appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- (f) ensure that the information shared with analysts and research personnel is not unpublished price sensitive information.
- (g) 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.
- (h) ensure that all unpublished price sensitive information are handled on a need-to-know basis.

9.2 Head of Corporate Communication shall ensure that the principles of fair disclosures of Unpublished Price Sensitive information are adopted and adhered to before issuance of any Press Release or during interactions with media, analysts and other investor relations conferences etc.

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CHAPTER – VI

10.0 Trading window

10.1 Directors, Designated Persons and Connected Persons of MRPL shall not deal in any transaction involving the purchase or sale of securities of MRPL either in their own name or in the name of their dependents during the periods mentioned below, when “Trading Window” shall remain closed:

- a. The restrictive period for declaration of financial results, dividends etc shall be notified by the Compliance Officer depending upon the date of the Board meeting.
- b. For any other major events, the restrictive period shall be notified by the Compliance Officer as and when the relevant proposal is submitted before the Board for its consideration

10.1.1 Unless otherwise specified by the Compliance Officer, the Trading Window shall remain closed for the following events, atleast 7 days prior and 48 hours after the information is generally available / intimated to the stock exchanges:

- i. Declaration of quarterly and annual financial results;
- ii. Declaration of dividend;
- iii. Change in capital structure e.g. further issue of securities by way of public / rights / bonus, buyback of securities, etc.
- iv. Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions
- v. Any other business / transactions which are considered to be UPSI by the Compliance Officer

EXPLANATION:

1. **The trading window shall be opened 48 hours after the “Unpublished price sensitive information”, for which the trading window is close d, becomes generally available.**
2. **The trading window shall also be applicable to any person having contractual or fiduciary relation with the company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company.**
3. **The notice of closure and opening of trading window shall be intimated to the Stock Exchanges and uploaded on the intranet and website of MRPL.**

10.2 The remaining days of a year other than the days mentioned under 10.1 above shall be called “Valid Trading Window”. All Directors, Designated Persons and Connected Persons of MRPL shall conduct their dealings in the securities of the Company only in “Valid Trading Window” as mentioned above.

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11.0 Pre-clearance of Trades

- 11.1 All Directors, Designated Persons and Connected Persons who intend to deal in the securities of MRPL either in their own name or in the name of their dependents (above the minimum threshold limit mentioned under clause 11.4) shall obtain pre-clearance of the transaction as per the pre-dealing procedure as described hereunder. Application for pre-clearance shall be made only during valid trading period. Application submitted during closure of trading window shall be invalid.
- 11.2 Directors, Designated Persons and Connected Persons shall make pre-clearance application to the Compliance Officer in the format given in **Annexure-VII**. The application shall indicate the estimated number of securities that the Director/ Designated Person/ Connected Person intends to deal in, the details as to the depository with which he has a security account, the details as to securities in such depository mode and such other details, as may be required by the Compliance Officer from time to time in this behalf.
- 11.3 An undertaking shall be executed in favour of MRPL by such Director /Designated Person/ Connected Person. A combined proforma application cum undertaking is annexed to this code as **Annexure-VII**.
- 11.4 The pre-clearance shall not be necessary if the number of shares to be traded is less than 1000 shares in a single transaction or less than 3000 shares in a week.
- 11.5 Immediately on receipt of the pre-clearance application, the date and time of the receipt of the same shall be recorded thereon. The Compliance Officer shall process the pre-clearance applications and if the pre-clearance application is in accordance and in compliance with the provisions of this Code, the Compliance Officer shall endeavor to communicate the pre-clearance immediately but not later than 48 hours from the time of receiving the application. In the absence of the Compliance Officer, the officer authorized by the Compliance Officer shall give the pre-clearance.
- 11.6 All Directors, Designated Persons / their dependents and Connected Persons shall execute their order in respect of securities of MRPL within seven trading days after the approval of pre-clearance is given. If the order is not executed within seven trading days after the approval, the Directors, Designated Persons/their dependents and Connected Persons shall obtain fresh pre-clearance.
- 11.7 All Directors/Designated Persons/ Connected Persons who buy or sell any number of shares of the company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Directors/Designated Persons/ Connected Persons, shall also not take positions in derivative transactions in the

shares of the company at any time. In the case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

11.8 In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing the reasons in this regard provided that such relaxation does not violate the “**Regulations**”. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Education and Protection Fund administered by the Board under the Act.

11.9 No Director, Designated Persons/ their dependents and Connected Persons shall apply for pre-clearance of any proposed trade if such person is in possession of unpublished price sensitive information even if the trading window is not closed.

12. Penalty for contravention of Code of Conduct:

Any Director, Designated Person and Connected Person who trades in securities of MRPL or communicates any information for trading in securities *of MRPL* in contravention of this Code may be penalized and appropriate action may be taken by the Competent Authority as defined under Conduct, Discipline and Appeal Rules (CDA) of MRPL. Directors, Designated Persons and Connected Persons of MRPL who violate the Code of Conduct shall also be subject to disciplinary action by the Competent Authority.

13. Power of SEBI

The action by MRPL shall not preclude SEBI and other authorities from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

14. Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

If Compliance Officer observes any violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, shall inform the SEBI of such violation after obtaining the approval of the Audit Committee.

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POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES:

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

- i. The UPSI shall be shared only on ‘need to know’ basis.
- ii. Such sharing of UPSI shall be in ordinary course of business, such as performance of duties, discharge of legal obligations etc. and interest of the Company and/ or compliance with the requirement of the law with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.
- iii. Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an “insider” and due notice shall be given to such person to maintain confidentiality of UPSI.
- iv. The insider sharing UPSI shall ensure that such third party is also bound by non-disclosure or confidentiality agreements and the liabilities involved which shall mention the duties and responsibilities of such person with respect to such UPSI and the liabilities involved if such person misuses or uses such UPSI in breach of MRPL’s Insider Trading Code.

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THE GAZETTE OF INDIA

EXTRAORDINARY

PART – III – SECTION 4

PUBLISHED BY AUTHORITY

NEW DELHI, JANUARY 15, 2015

SECURITIES AND EXCHANGE BOARD OF INDIA

NOTIFICATION

Mumbai, the 15th January, 2015

SECURITIES AND EXCHANGE BOARD OF INDIA

(PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

No. LAD-NRO/GN/2014-15/21/85.- In exercise of the powers conferred by section 30 read with clause (g) of sub-section (2) of section 11 and clause (d) and clause (e) of section 12A of the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Board hereby makes the following regulations, to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof, namely:—

CHAPTER – I

PRELIMINARY

Short title and commencement.

1. (1) These regulations may be called the SEBI (Prohibition of Insider Trading) Regulations, 2015.

(2) These regulations shall come into force on the one hundred and twentieth day from the date of its publication in the Official Gazette.

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Definitions.

2. (1) In these regulations, unless the context otherwise requires, the following words, expressions and derivations therefrom shall have the meanings assigned to them as under:—

- (a) “Act” means the Securities and Exchange Board of India Act, 1992 (15 of 1992);
- (b) “Board” means the Securities and Exchange Board of India;
- (c) “compliance officer” means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these 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 codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be;
- (d) "connected person" means,-
 - (i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
 - (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -

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- (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 recognised or authorized by the Board; or
- (i). a banker of the company; or
- (j). a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

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.*

(e) "generally available information" means information that is accessible to the public on a non-discriminatory basis;

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***NOTE:** It is intended to define what constitutes generally available information so that it is easier to crystallize and appreciate what unpublished price sensitive information is. Information published on the website of a stock exchange, would ordinarily be considered generally available.*

(f) "immediate relative" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;

***NOTE:** It is intended that the immediate relatives of a "connected person" too become connected persons for purposes of these regulations. Indeed, this is a rebuttable presumption.*

(g) "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.*

(h) "promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;

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

(j) "specified" means specified by the Board in writing;

(k) "takeover regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

(l) "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.

(m) "trading day" means a day on which the recognized stock exchanges are open for trading;

(n) "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 following: –

(i) financial results;

(ii) dividends;

(iii) change in capital structure;

- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and
- (vi) material events in accordance with the listing agreement.

***NOTE:** It is intended that information relating to a company or securities, that is not generally available would be unpublished price sensitive information if it is likely to materially affect the price upon coming into the public domain. The types of matters that would ordinarily give rise to unpublished price sensitive information have been listed above to give illustrative guidance of unpublished price sensitive information.*

(2) Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

CHAPTER – II

RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

Communication or procurement of unpublished price sensitive information.

3. (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.

***NOTE:** This provision is intended to cast an obligation on all insiders who are essentially persons in possession of unpublished price sensitive information to handle such information with care and to deal with the information with them when transacting their business strictly on a need-to-know basis. It is also intended to lead to organisations developing practices based on need-to-know principles for treatment of information in their possession.*

(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.

***NOTE:** This provision is intended to impose a prohibition on unlawfully procuring possession of unpublished price sensitive information. Inducement and procurement of unpublished price sensitive information not in furtherance of one's legitimate duties and discharge of obligations would be illegal under this provision.*

(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 company is of informed opinion that the proposed transaction is in the best interests of the company;

***NOTE:** It is intended to acknowledge the necessity of communicating, providing, allowing access to or procuring UPSI for substantial transactions such as takeovers, mergers and acquisitions involving trading in securities and change of control to assess a potential investment. In an open offer under the takeover regulations, not only would the same price be made available to all shareholders of the company but also all information necessary to enable an informed divestment or retention decision by the public shareholders is required to be made available to all shareholders in the letter of offer under those regulations.*

(ii) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of informed opinion that the proposed transaction 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.

NOTE: *It is intended to permit communicating, providing, allowing access to or procuring UPSI also in transactions that do not entail an open offer obligation under the takeover regulations if it is in the best interests of the company. The board of directors, however, would cause public disclosures of such unpublished price sensitive information well before the proposed transaction to rule out any information asymmetry in the market.*

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

Trading when in possession of unpublished price sensitive information.

4. (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:

Provided that the insider may prove his innocence by demonstrating the circumstances including the following : –

(i) the transaction is an off-market *inter-se* transfer between promoters who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;

(ii) in the case of non-individual insiders: –

(a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and

(b) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals

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taking trading decisions and there is no evidence of such arrangements having been breached;

- (iii) the trades were pursuant to a trading plan set up in accordance with regulation 5.

***NOTE:** 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. The reasons for which he trades or the purposes to which he applies the proceeds of the transactions are not intended to be relevant for determining whether a person has violated the regulation. He traded when in possession of unpublished price sensitive information is what would need to be demonstrated at the outset to bring a charge. Once this is established, it would be open to the insider to prove his innocence by demonstrating the circumstances mentioned in the proviso, failing which he would have violated the prohibition.*

(2) In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the Board.

(3) The Board may specify such standards and requirements, from time to time, as it may deem necessary for the purpose of these regulations.

Trading Plans.

5. (1) An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

***NOTE:** This provision intends to give an option to persons who may be perpetually in possession of unpublished price sensitive information and enabling them to trade in securities in a compliant manner. This provision would enable the formulation of a trading plan by an insider to enable him to plan for trades to be executed in future. By doing so, the possession of unpublished price sensitive information when a trade under a trading plan is actually executed would not prohibit the execution of such trades that he had pre-decided even before the unpublished price sensitive information came into being.*

(2) Such 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;

***NOTE:** It is intended that to get the benefit of a trading plan, a cool-off period of six months is necessary. Such a period is considered reasonably long for unpublished price sensitive information that is in possession of the insider when formulating the trading plan, to become generally available. It is also considered to be a reasonable period for a time lag in which new unpublished price sensitive information may come into being without adversely affecting the trading plan formulated earlier. In any case, it should be remembered that this is only a statutory cool-off period and would not grant immunity from action if the insider were to be in possession of the same unpublished price sensitive information both at the time of formulation of the plan and implementation of the same.*

(ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;

***NOTE:** Since the trading plan is envisaged to be an exception to the general rule prohibiting trading by insiders when in possession of unpublished price sensitive information, it is important that the trading plan does not entail trading for a reasonable period around the declaration of financial results as that would generate unpublished price sensitive information.*

(iii) entail trading for a period of not less than twelve months;

***NOTE:** It is intended that it would be undesirable to have frequent announcements of trading plans for short periods of time rendering meaningless the defence of a reasonable time gap between the decision to trade and the actual trade. Hence it is felt that a reasonable time would be twelve months.*

(iv) not entail overlap of any period for which another trading plan is already in existence;

***NOTE:** It is intended that it would be undesirable to have multiple trading plans operating during the same time period. Since it would be possible for an insider to time the publication of the unpublished price*

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sensitive information to make it generally available instead of timing the trades, it is important not to have the ability to initiate more than one plan covering the same time period.

(v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and

***NOTE:** It is intended that while regulations should not be too prescriptive and rigid about what a trading plan should entail, they should stipulate certain basic parameters that a trading plan should conform to and within which, the plan may be formulated with full flexibility. The nature of the trades entailed in the trading plan i.e. acquisition or disposal should be set out. The trading plan may set out the value of securities or the number of securities to be invested or divested. Specific dates or specific time intervals may be set out in the plan.*

(vi) not entail trading in securities for market abuse.

***NOTE:** Trading on the basis of such a trading plan would not grant absolute immunity from bringing proceedings for market abuse. For instance, in the event of manipulative timing of the release of unpublished price sensitive information to ensure that trading under a trading plan becomes lucrative in circumvention of regulation 4 being detected, it would be open to initiate proceedings for alleged breach of SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003.*

(3) 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.

***NOTE:** It is intended that the compliance officer would have to review and approve the plan. For doing so, he may need the insider to declare that he is not in possession of unpublished price sensitive information or that he would ensure that any unpublished price sensitive information in his possession becomes generally available before he commences executing his trades. Once satisfied, he may approve the trading plan, which would then have to be implemented in accordance with these regulations.*

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(4) The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid a violation of sub-regulation (1) of regulation 4.

***NOTE:** It is intended that since the trading plan is an exception to the general rule that an insider should not trade when in possession of unpublished price sensitive information, changing the plan or trading outside the same would negate the intent behind the exception. Other investors in the market, too, would factor the impact of the trading plan on their own trading decisions and in price discovery. Therefore, it is not fair or desirable to permit the insider to deviate from the trading plan based on which others in the market have assessed their views on the securities.*

The proviso is intended to address the prospect that despite the six-month gap between the formulation of the trading plan and its commencement, the unpublished price sensitive information in possession of the insider is still not generally available. In such a situation, commencement of the plan would conflict with the over-riding principle that trades should not be executed when in possession of such information. If the very same unpublished price sensitive information is still in the insider's possession, the commencement of execution of the trading plan ought to be deferred.

(5) Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

***NOTE:** It is intended that given the material exception to the prohibitory rule in regulation 4, a trading plan is required to be publicly disseminated. Investors in the market at large would also factor the potential pointers in the trading plan in their own assessment of the securities and price discovery for them on the premise of how the insiders perceive the prospects or approach the securities in their trading plan.*

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CHAPTER – III

DISCLOSURES OF TRADING BY INSIDERS

General provisions.

6. (1) Every public disclosure under this Chapter shall be made in such form as may be specified.

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

***NOTE:** It is intended that disclosure of trades would need to be of not only those executed by the person concerned but also by the immediate relatives and of other persons for whom the person concerned takes trading decisions. These regulations are primarily aimed at preventing abuse by trading when in possession of unpublished price sensitive information and therefore, what matters is whether the person who takes trading decisions is in possession of such information rather than whether the person who has title to the trades is in such possession.*

(3) The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Chapter:

Provided that trading in derivatives of securities is permitted by any law for the time being in force.

(4) The disclosures made under this Chapter shall be maintained by the company, for a minimum period of five years, in such form as may be specified.

Disclosures by certain persons.

7. (1) *Initial Disclosures.*

- (a). Every promoter, key managerial personnel and director of every company whose securities are listed on any recognised stock exchange shall disclose his holding of securities of the company as on the date of these regulations taking effect, to the company within thirty days of these regulations taking effect;

- (b). Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter.

(2) Continual Disclosures.

- (a). Every promoter, employee and director of every company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified;
- (b). Every company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

Explanation. — It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause (a) of sub-regulation (2).

Disclosures by other connected persons.

- (3) Any company whose securities are listed on a stock exchange may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with these regulations.

NOTE: This is an enabling provision for listed companies to seek information from those to whom it has to provide unpublished price sensitive information. This provision confers discretion on any company to seek such information. For example, a listed company may ask that a management consultant who would advise it on corporate strategy and would need to review unpublished price sensitive information, should make disclosures of his trades to the company.

CHAPTER – IV

CODES OF FAIR DISCLOSURE AND CONDUCT

Code of Fair Disclosure.

8. (1) The board of directors of every company, whose securities are listed on a stock exchange, 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, without diluting the provisions of these regulations in any manner.

NOTE: This provision intends to require every company whose securities are listed on stock exchanges to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities. Principles such as, equality of access to information, publication of policies such as those on dividend, inorganic growth pursuits, calls and meetings with analysts, publication of transcripts of such calls and meetings, and the like are set out in the schedule.

(2) Every such code of practices and procedures for fair disclosure of unpublished price sensitive information and every amendment thereto shall be promptly intimated to the stock exchanges where the securities are listed.

NOTE: This provision is aimed at requiring transparent disclosure of the policy formulated in sub-regulation (1).

Code of Conduct.

9. (1) The board of directors of every listed company and market intermediary shall formulate a code of conduct to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with these regulations, adopting the minimum standards set out in Schedule B to these regulations, without diluting the provisions of these regulations in any manner.

NOTE: It is intended that every company whose securities are listed on stock exchanges and every market intermediary registered with SEBI is mandatorily required to formulate a code of conduct governing trading by its employees. The standards set out in the schedule are required to be addressed by such code of conduct.

(2) Every other person who is required to handle unpublished price sensitive information in the course of business operations shall formulate a code of conduct to regulate, monitor and report trading by employees and other connected persons towards achieving compliance with these regulations, adopting the minimum standards set out in Schedule B to these regulations, without diluting the provisions of these regulations in any manner.

NOTE: This provision is intended to mandate persons other than listed companies and market intermediaries that are required to handle unpublished price sensitive information to formulate a code of conduct governing trading in securities by their employees. These entities include professional firms such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising listed companies, market intermediaries and other capital market participants. Even entities that normally operate outside the capital market may handle unpublished price sensitive information. This provision would mandate all of them to formulate a code of conduct.

(3) Every listed company, market 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.

NOTE: This provision is intended to designate a senior officer as the compliance officer with the responsibility to administer the code of conduct and monitor compliance with these regulations.

CHAPTER – V

MISCELLANEOUS

Sanction for violations.

10. Any contravention of these regulations shall be dealt with by the Board in accordance with the Act.

Power to remove difficulties.

11. In order to remove any difficulties in the interpretation or application of the provisions of these regulations, the Board shall have the power to issue directions through guidance notes or circulars:

Provided that where any direction is issued by the Board in a specific case relating to interpretation or application of any provision of these regulations, it shall be done only after affording a reasonable opportunity of being heard to the concerned persons and after recording reasons for the direction.

Repeal and Savings.

12. (1) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 are hereby repealed.

(2) Notwithstanding such repeal,—

(a) the previous operation of the repealed regulations or anything duly done or suffered thereunder, any right, privilege, obligation or liability acquired, accrued or incurred under the repealed regulations, any penalty, forfeiture or punishment incurred in respect of any offence committed against the repealed regulations, or any investigation, legal proceeding or remedy in respect of any such right, privilege, obligation, liability, penalty, forfeiture or punishment as aforesaid, shall remain unaffected as if the repealed regulations had never been repealed; and

(b) anything done or any action taken or purported to have been done or taken including any adjudication, enquiry or investigation commenced or show-cause notice issued under the repealed regulations prior to such repeal, shall be deemed to have been done or taken under the corresponding provisions of these regulations;

(3) After the repeal of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, any reference thereto in any other regulations made, guidelines or circulars issued thereunder by the Board shall be deemed to be a reference to the corresponding provisions of these regulations.

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SCHEDULE A

[See sub-regulation (1) of regulation 8]

Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

1. 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. Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
3. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. Developing 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. Handling of all unpublished price sensitive information on a need-to-know basis.

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SCHEDULE B

[See sub-regulation (1) and sub-regulation (2) of regulation 9]

Minimum Standards for Code of Conduct to Regulate, Monitor and Report Trading by Insiders

1. The compliance officer shall report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors.

2. All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations. The code of conduct shall contain norms for appropriate Chinese Walls procedures, and processes for permitting any designated person to "cross the wall".

3. Employees and connected persons designated on the basis of their functional role ("**designated persons**") in the organisation shall be governed by an internal code of conduct governing dealing in securities. The board of directors shall in consultation with the compliance officer specify the designated persons to be covered by such code on the basis of their role and function in the organisation. Due regard shall be had to the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation.

4. Designated persons may execute trades subject to compliance with these regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the designated persons. The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

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5. 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 forty-eight hours after the information becomes generally available. The trading window shall also be applicable to any person having contractual or fiduciary relation with the company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company.

6. When the trading window is open, trading by designated persons shall be subject to pre-clearance by the compliance officer, if the value of the proposed trades is above such thresholds as the board of directors may stipulate. No designated person shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed.

7. The compliance officer shall confidentially maintain a list of such securities as a "restricted list" which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.

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

9. The code of conduct shall specify any reasonable timeframe, which in any event shall not be more than seven trading days, within which trades that have been pre-cleared have to be executed by the designated person, failing which fresh pre-clearance would be needed for the trades to be executed.

10. The code of conduct shall specify the period, which in any event shall not be less than six months, within which a designated person who is permitted to trade shall not execute a contra

trade. The compliance officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

11. The code of conduct shall stipulate such formats as the board of directors deems necessary for making applications for pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance, recording of reasons for such decisions and for reporting level of holdings in securities at such intervals as may be determined as being necessary to monitor compliance with these regulations.

12. Without prejudice to the power of the Board under the Act, the code of conduct shall stipulate the sanctions and disciplinary actions, including wage freeze, suspension etc., that may be imposed, by the persons required to formulate a code of conduct under sub-regulation (1) and sub-regulation (2) of regulation 9, for the contravention of the code of conduct.

13. The code of conduct shall specify that in case it is observed by the persons required to formulate a code of conduct under sub-regulation (1) and sub-regulation (2) of regulation 9, that there has been a violation of these regulations, they shall inform the Board promptly.

U. K. SINHA
CHAIRMAN
SECURITIES AND EXCHANGE BOARD OF INDIA

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MANGALORE REFINERY AND PETROCHEMICALS LIMITED

(A Subsidiary of Oil and Natural Gas Corporation)

Website: www.mrpl.co.in

CIN: L23209KA1988GOI008959

FORMAT FOR REQUEST OF TRADING PLAN

(In terms of clause 6.1 of the Code of Internal Procedures and Conduct for Prohibition of Insider Trading in Dealing with the Securities of MRPL)

To
The Compliance Officer & Company Secretary
Mangalore Refinery and Petrochemicals Limited

Dear Sir,

I, Shri/Smt.....in my capacity as.....of
Mangalore Refinery and Petrochemicals Limited hereby submit the following trading plan for
your review and approval in terms of the Code of Conduct and Insider Trading Regulations.

Trading Plan

Date/intervals of trade execution	No of securities to be traded	Nature of transaction & quantity.			Trading account details	Trading member details
		Purchase	Sale	Others		

I hereby undertake that I am not in violation of Company's Code of Conduct or SEBI Insider Trading Regulations while formulating the aforesaid trading plan.

I undertake to furnish such information as required by the Compliance Officer with regard to the Trading Plan.

Signature :

Designation :

Date :

Place :

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MANGALORE REFINERY AND PETROCHEMICALS LIMITED

(A Subsidiary of Oil and Natural Gas Corporation)

Website: www.mrpl.co.in

CIN: L23209KA1988GOI008959

FORM A**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2)-Initial disclosure to the Company]****Name of the company:** Mangalore Refinery and Petrochemicals Limited (MRPL)**ISIN of the company:** INE103AA01014**Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc.)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For e.g. - Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

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

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

Signature :**Designation** :**Date** :**Place** :

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MANGALORE REFINERY AND PETROCHEMICALS LIMITED

(A Subsidiary of Oil and Natural Gas Corporation)

Website: www.mrpl.co.in

CIN: L23209KA1988GOI008959

FORM B**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2)- Disclosure on becoming a Director/KMP/
Promoter]****Name of the company:** Mangalore Refinery and Petrochemicals Limited (MRPL)**ISIN of the company:** INE103AA01014**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).**

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding
			Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

Details of Open Interest (OI) in derivatives of the Company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
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

Signature :**Designation :****Date :****Place :**

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MANGALORE REFINERY AND PETROCHEMICALS LIMITED

(A Subsidiary of Oil and Natural Gas Corporation)

Website: www.mrpl.co.in

CIN: L23209KA1988GOI008959

Annexure-V

FORM C

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: Mangalore Refinery and Petrochemicals Limited (MRPL)
 ISIN of the company: INE103A01014

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

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed			Securities held post acquisition/Disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify From To	Date of intimation to company	Mode of acquisition/ disposal (on market purchase/ preferential offer / off market/ Inter-se transfer , ESOPs etc.)		
		Type of security (For e.g. - Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For e.g. - Shares, Warrants, Convertible Debentures etc.)	No. Value	Transaction Type (Buy/ Sale/ Pledge/ Revoke/ Invoke)	Type of security (For e.g. - Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding					
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Details of trading in derivatives of the Company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Type of Contract	Trading in derivatives (Specify type of contract, Futures or Options etc.)				Exchange on which the trade was executed	
	Contract Specifications		Buy		Sell	
	Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)		
15	16	17	18	19	20	21

Signature :
 Designation :
 Date :
 Place :

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MANGALORE REFINERY AND PETROCHEMICALS LIMITED

(A Subsidiary of Oil and Natural Gas Corporation)

Website: www.mrpl.co.in

CIN: L23209KA1988GOI008959

Annexure-VI

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**

Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DIN, & address with contact nos of other connected persons, as identified by the company	Connection with Company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/Disposal		Date of allotment advice/acquisition of shares/sale of shares specify From To	Date of intimation to company	Mode of acquisition/disposal (on market purchase/public rights/preferential offer / off market/ Inter-se transfer, ESOPs etc.)	
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	Value	No.	Transaction Type (Buy/Sale/Pledge/ Revoke/Invoke)	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding				
1	2	3	4	5	6	7	8	9	10	11	12	13	14

Details of trading in derivatives by other connected persons as identified by the company

Type of Contract	Trading in derivatives (Specify type of contract, Futures or Options etc.)				Exchange on which the trade was executed	
	Contract Specifications		Buy		Sell	
	Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)
15	16	17	18	19	20	21

Signature :
Designation :
Date :
Place :

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MANGALORE REFINERY AND PETROCHEMICALS LIMITED

(A Subsidiary of Oil and Natural Gas Corporation)

Website: www.mrpl.co.in

CIN: L23209KA1988GOI008959

APPLICATION FOR PRE-CLEARANCE OF TRADING IN SECURITIES

(In terms of clause 11.2 of the Code of Internal Procedures and Conduct for Prohibition of Insider Trading in Dealing with the Securities of MRPL)

To
The Compliance Officer & Company Secretary
Mangalore Refinery and Petrochemicals Limited

Dear Sir,

I, Shri/Smt.....a Director/Designated Person/ Connected Person of

Mangalore Refinery and Petrochemicals Limited intend to carry out transaction(s) in the shares of Mangalore Refinery and Petrochemicals Limited as per the details given below:-

Name & Designation of the Director/ Designated Person/ Connected Person :

Department of Designated Person :

Date of Joining / becoming Director/ Designated Person/Connected Person:

S No	No. of shares held (including by dependent members) as on the date of application	Folio No. / DPID & Client ID	Nature of new transaction for which approval is sought	Estimated number of securities to be dealt	Estimated consideration value	Whether proposed transaction is in the name of self or in the name of dependent family member	Name of the dependent/ relationship, if the transaction is in the name(s) of the dependent(s)
1	2	3	4	5	6	7	8

Note: The Designated officer shall also include particulars with regard to trading which he proposed to take up in derivatives in the aforesaid application.

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MANGALORE REFINERY AND PETROCHEMICALS LIMITED

(A Subsidiary of Oil and Natural Gas Corporation)

Website: www.mrpl.co.in

CIN: L23209KA1988GOI008959

Format for reporting violations related to Code of Conduct

(In terms of Schedule B read with Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015)

Sr No	Particulars	Details
1	Name of the listed company/Intermediary/Fiduciary	
2	Please tick appropriate checkbox Reporting in capacity of : ○ Listed Company ○ Intermediary ○ Fiduciary	
3	Name of the Designated Person (DP) Name of the immediate relative of DP if reporting is for immediate relative.	
4	PAN of the DP PAN of the immediate relative of DP if reporting is for immediate relative	
5	Designation of DP	
6	Functional role of DP	
7	Whether DP is Promoter/ Promoter Group/ holding CXO level position (e.g. CEO, CFO, CTO etc.)	
8	Transaction details	
	Name of the scrip	
	No of shares traded (which includes pledge) and value (Rs) (Date- wise)	
9	In case value of trade(s) is more than Rs 10 lacs in a calendar quarter – a) Date of intimation of trade(s) by concerned DP/director/promoter/promoter group to company under regulation 7 of SEBI (Prohibition of Insider Trading) Regulations, 2015	
	b) Date of intimation of trade(s) by Company to stock exchanges under Regulation 7 of SEBI (Prohibition of insider trading) Regulations, 2015	
10	Details of violations observed under SEBI (Prohibition of insider Trading) Regulations, 2015	
11	Action taken by Listed Company/ Intermediary/ Fiduciary	
12	Reasons recorded in writing for taking action stated above	
13	Details of the previous instances of violations, if any, since last financial year	
14	Any other relevant information	

Yours faithfully,

Date and Place

Name and signature of Compliance Officer

PAN:

Email ID:

Mobile Number:

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UNDERTAKING

In this connection I solemnly confirm and declare:

- a) **THAT** I do not have access and/or have not received any " Price Sensitive Information up to the time of signing the undertaking;

- b) **THAT** in case I have access to or receive "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of any change in my position and that I shall completely refrain from dealing in the securities of the Company till the time such information becomes public;

- c) **THAT** I have not contravened the Code of Conduct for prohibition of insider trading as notified by the Company from time to time.

- d) **THAT I hereby confirm that I abide by the provisions of Cl.11.7 of the Code with regard to time norms for holding /buying/selling securities**

I hereby solemnly declare that I have made a full and true disclosure in this regard to the best of my knowledge and belief.

Pre-clearance may kindly be accorded in terms of Clause-11 of the Code of Insider Trading of Mangalore Refinery and Petrochemicals Limited.

Signature:.....
Date :
Name:
Place :
Designation:.....

OFFICE USE

Serial number of the application received :

Date & time of receipt of the Application :

Date & time of communication of the pre-clearance or otherwise :

Reasons for not giving pre-clearance :

Signature of the
Compliance
Officer/Authorised
Officer

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