

**CODE OF**  
**CONDUCT TO**  
**REGULATE,**  
**MONITOR AND**  
**REPORT TRADING**  
**BY DESIGNATED**  
**PERSONS**

**NAGA DHUNSERI GROUP LIMITED**  
**(CIN: L01132WB1918PLC003029)**

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS**

**Introduction:**

1. The Board of Directors of every Listed Company and the Board of Directors shall ensure that the Chief Executive Officer or Managing Director shall formulate a Code of Conduct to Regulate, Monitor and Report Trading by their Designated Persons and Immediate Relatives of Designated Persons towards achieving compliance with these regulations, adopting the minimum standards set out in Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter called 'Regulations').
2. Every Listed Company formulating a code of conduct shall identify and designate a Compliance Officer to administer the Code of Conduct and other requirements under the Regulations.
3. The Board of Directors shall in consultation with the Compliance Officer specify the designated persons to be covered by the Code of Conduct on the basis of their role and function in the organisation and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation and shall include:-
  - i. Employees of such Listed Company designated on the basis of their functional role or access to Unpublished Price Sensitive Information in the organization by their Board of Directors;
  - ii. Employees of material subsidiaries of such Listed Companies designated on the basis of their functional role or access to Unpublished Price Sensitive Information in the organization by their Board of Directors;
  - iii. All Promoters of Listed Companies and Promoters who are Individuals;
  - iv. Chief Executive Officer and employees upto two levels below Chief Executive Officer of such Listed Company and its material subsidiaries irrespective of their functional role in the Company or ability to have access to Unpublished Price Sensitive Information;
  - v. Any support staff of Listed Company such as IT staff or Secretarial staff who have access to Unpublished Price Sensitive Information.
4. The Company shall make the Individuals aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.

**Compliance Officer:**

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 but not less than once in a year.

**Designated Persons:**

1. Designated Persons of the Company when in possession of any unpublished price sensitive information, as defined in the Regulations, pertaining to the Company, shall not:
  - a. Trade in securities of the Company, either on their own behalf or on behalf of any other person, except provided otherwise.

- b. Communicate, counsel, procure or allow access to any unpublished price sensitive information to/from any person, except in furtherance of a legitimate object or performance of duties.
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 Legitimate Purposes, Performance of Duties or Discharge of 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”.

### **Trading Window:**

1. Designated Persons and their immediate relatives shall not trade in securities of the Company during closure of the “Trading Window”, i.e. the period during which trading in the securities of the Company is prohibited.
2. Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by Audit Committee and Board Meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.
3. The communication related to closure and opening of the Trading Window shall be sent to all the Designated Persons by means of intimation to the Stock Exchanges where Equity shares of the Company are listed. Irrespective of whether such communication has been read or received or not, persons governed by this Code shall mandatorily verify with the Compliance Officer on the status of the Trading Window before undertaking any trades in the securities of the Company.
4. Ignorance of the closure of the Trading Window or non- receipt of communication of closure of Trading Window shall not justify any trades undertaken by the Designated Persons during such closure of Trading Window.

### **Pre Clearance:**

1. Designated Persons shall require pre clearance from the Compliance Officer in respect of trading in securities of the Company. Such trading in securities by the Compliance Officer shall require pre clearance from the Chairman.
2. Trades, for which pre clearance has been obtained, shall be executed within 7 (seven) days after the approval of pre clearance is given, failing which a fresh pre-clearance shall be required.
3. Designated Person who is permitted to trade shall not execute a contra trade during next 6 months following prior trade. In case the contra trade is necessitated by personal emergency, 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 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 Protection and Education Fund administered by the Board under the Act.

### **Penalties for Contravention:**

1. Persons governed by this Code who trade in securities or communicate any information for trading in securities in contravention of the provisions of this Code shall be penalized and appropriate action may be taken by the Company.

2. Persons governed by this Code who violate the provisions of this Code shall be subject to disciplinary action by the Company which may include wage freeze, suspension, recovery, clawback, etc.
3. Any material contravention shall be placed before the Chairman of the Audit Committee or the Board of Directors.

**Disclosure:**

Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on an annual basis and as and when the information changes:

- a) immediate relatives;
- b) persons with whom such designated person(s) shares a material financial relationship;
- c) Phone, mobile and cell numbers which are used by them.

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.