

## **CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS ("CODE FOR INSIDERS TRADING")**

### **1. Introduction**

The Securities and Exchange Board of India (SEBI), for protection of investors and to regulate the securities market, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("The Regulations") under the powers conferred on it under the SEBI Act, 1992. These Regulations came into force w.e.f. May 15 2015, and the same is applicable on to all companies whose shares are listed on Indian Stock Exchanges.

The Code of Conduct for Insider Trading and Fair Disclosure of JTL Defence Limited (Erstwhile RCI Industries & Technologies Limited) has been framed in accordance with Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and has been amended pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

The Insider Trading regulations envisage listed Companies or proposed to be listed Companies to formulate a new code of conduct to regulate monitor and report trading by its Designated persons and Connected persons by adopting the prescribed minimum standards for achieving compliance with these regulations and establishing principles for fair disclosure of Unpublished Price Sensitive Information.

### **2. Purpose & Applicability**

The objective of these Rules is to regulate, monitor and report trading by insiders towards achieving compliance with the Regulations. The Code shall be called 'Code for Trading in the securities of JTL Defence Limited (Erstwhile RCI Industries & Technologies Limited) by an Insider' ("Rules"). These Rules is applicable to all Designated Persons, their dependent family members, connected persons, Promoter and Promoter Group(s)

### **3. Important Definitions**

- 1) "**Act**" shall mean the Securities and Exchange Board of India Act, 1992 (15 of 1992).
- 2) '**Audit Committee**' shall mean Committee of the Board of the Company constituted pursuant to Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 3) '**Board**' shall mean the Board of Directors of JTL Defence Limited (Erstwhile RCI Industries & Technologies Limited).



4) **‘Company’** means JTL Defence Limited (Erstwhile RCI Industries & Technologies Limited).

5) **‘Compliance Officer’** “Compliance Officer” means the General Counsel and Chief Compliance Officer of the Company or the Company Secretary who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the 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 implementation of the codes specified under the SEBI Regulations under the overall supervision of the Board.

6) **‘Connected Person’**  
“Connected Person,” includes –

- i. A director of the Company;
- ii. A Key Managerial Personnel of the Company;
- iii. An Officer of the Company;
- iv. Any person who is or has been in a contractual, fiduciary or employment relationship at any time in the six- month period prior to the date of determining whether that person, as a result of such relationship, was, directly or indirectly, allowed access to UPSI or reasonably expected to be allowed access to UPSI;
- v. Any person who is or has been in frequent communication with an Officer of the Company at any time in the six-month period prior to the date of determining whether that person, as a result of such frequent communication, was, directly or indirectly, allowed access to UPSI or reasonably expected to be allowed access to UPSI;

7) **‘Contra trade’**

“Contra Trade” means a trade or transaction which involves buying or selling any number of shares of the Company and within 6 months trading or transacting in an opposite transaction involving sell or buy following the prior transaction.”

8) **‘Designated Person’**

The term “Designated Person” shall consist of: I. Promoters of the Company II. Directors of the Company and its subsidiaries; III. All employees in the Finance and Accounts Department, Corporate Planning Department, Legal Department, Enterprise Risk Management Department, Corporate Strategy, Information Security and any other departments of the company, if any on the basis of their functional role or access to unpublished price sensitive information of JTL Defence Limited (Erstwhile RCI Industries & Technologies Limited) Insider Trading Policy IV. Chief Executive Officer and employees up to two levels below Chief Executive Officer of the Company. V. Executive Secretaries of Directors and Executive Officers of the Company, any support staff of the company, such as IT staff or secretarial staff who have access to unpublished price sensitive information; VI. Immediate Relatives of persons specified



in (I) to (V) above VII. Any other Person designated by the Company on the basis of their functional role and such function would provide access to UPSI;

**9) 'Director'**

"Director" shall have the meaning assigned to it under the Companies Act, 2013.

**10) 'Immediate Relative'**

"Immediate Relative" means a spouse of a person, and includes parent, sibling, and child of that person or of the spouse, if they are either dependent financially on such person, or consult such person in taking decisions relating to Trading in securities.

**11) Insider**

An "Insider" means any person who is: (i) a Connected Person or (ii) in possession of or having access to UPSI.

**12) Securities**

"Securities" shall have the meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 or any modification thereof except units of a mutual fund and includes ADS.

**13) Trading**

"Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, pledge, unpledge, deal in the company's securities either directly or through portfolio management services, and "trade" shall be construed accordingly.

**4. Prohibition on communicating or procuring UPSI**

The Specified Persons shall maintain confidentiality of all 'Unpublished Price Sensitive Information'. The Specified Persons shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of Securities of the Company based on the same.

**5. Need to Know**

The Specified Persons who are privy to 'Unpublished Price Sensitive Information' shall handle the same on a 'need to know' basis. Such information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or misuse of information.



No Unpublished Price Sensitive Information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties and discharge of legal obligations. Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:

- a) entail an obligation to make an Open Offer under the Takeover Regulations, where the Board of Directors of the Company is of opinion that the proposed transaction is in the best interests of the Company;
- b) not attract the obligation to make an Open Offer under the Takeover Regulations but where the Board of Directors of the Company is of view that the proposed transaction is in the best interests of the Company and the information that constitutes Unpublished Price Sensitive Information is disseminated to public at least two trading days prior to the proposed transaction being effected in such form, as the Board of Directors may determine. However, the Board of Directors shall require the parties to execute confidentiality and non-disclosure Agreements and such parties shall keep information so received confidential, except for limited purpose and shall not otherwise trade in Securities of the Company when in possession of UPSI.

## **6. Prohibition on Insider Trading**

An Insider shall not, directly or indirectly, – i. Trade in securities of the Company that are listed or proposed to be listed when in possession of UPSI; ii. Trade in securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI. iii. provide advise/ tips to any third party on trading in Company's securities while in possession of UPSI and an insider who has ceased to be associated with the Company shall not, for a period of six months from date of such cessation, directly or indirectly trade in the Company's Securities while in possession of UPSI. Trading in Securities of other companies. No Insider may, while in possession of unpublished price sensitive information about any other public company gained in the course of employment with the Company, (a) trade in the securities of the other public company, (b) "tip" or disclose such material non-public information concerning that

d) Insider Trading Policy Approved. No Insider may take positions in derivative transactions in the securities of the Company at any time. The restriction in 4 (i) above may not apply to: (a) a transaction that is an off-market inter-se transfer between Insiders who were in possession of the same UPSI without being in breach of these Rules and both parties had made a conscious and informed trade decision; and (b) Trades pursuant to a Trading Plan set up in accordance with these Rules and SEBI Regulations. When a person has traded in securities while 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.

## **7. Trading Window and Prohibition on dealing during window closure**

- 1) The Compliance Officer shall notify a 'trading window' during which the Designated Persons may Trade in the Company's securities after securing pre-clearance from



the Compliance Officer in accordance with these Rules. The competent authority for pre-clearing the Trade of Compliance Officer shall be Board.

- 2) Designated Persons shall not Trade in the Company's securities when the trading window is closed.
- 3) The trading window shall generally be closed for all Insiders between the sixteenth day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after disclosure of such financial results.
- 4) Additionally, the trading window shall be closed in particular for a Designated Person or class of Designated Persons when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI, for such periods as determined by the Compliance Officer. Designated Person or class of Designated Persons will receive a notification on such special blackout periods.
- 5) The trading window may be re-opened after closure, not earlier than 48 hours after the UPSI in question becomes generally available.
- 6) The trading window restriction shall not apply for below cases;
  - i) off-market inter-se transfer between insiders who were in possession of the same UPSI without violating the policy and both parties had made a conscious and informed trade decision.
  - ii) transaction carried out through the block deal window mechanism between persons who were in possession of the UPSI without violating the policy and both parties had made a conscious and informed trade decision
  - iii) transaction carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
  - iv) transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
  - v) trades executed as per the trading plan set up in accordance with the policy.
  - vi) Pledge of shares for a bonafide purpose such as raising of funds, subject to preclearance by the compliance officer.
  - vii) Transactions undertaken in accordance to respective regulations made by SEBI, such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buyback offer, open offer, delisting offer.

## 8. Pre-clearance of Trading

- 1) All Designated Persons who intend to trade in the securities of JTL Defence Limited (Erstwhile RCI Industries & Technologies Limited) (either in their own



name or in any immediate relative's name) i.e. buy or sell securities during the trading window open period and if the value of the securities likely to be traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs.5,00,000/- (Rupees five Lakh Only), should pre-clear the transactions by making an application in the format set out in Annexure 1 to the Compliance Officer indicating the estimated number of units of securities that the designated person or immediate relative(s) intends to trade and such other details as specified in the form and also declare that the applicant is not in possession of unpublished price sensitive information as per Annexure 2.

- 2) 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.
- 3) 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.
- 4) The Board of directors of the Company shall be the approving authority for approving the pre-clearance application of Compliance Officer and Executive Directors.
- 5) 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 3. In case the transaction is not undertaken, a report to that effect shall be filed in the said form
- 6) 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.
- 7) Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
- 8) A Designated Person who Trades in securities of the Company without complying with the pre-clearance 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.

#### **9. Additional trading restrictions on Designated Persons**

- 1) No Insiders shall enter into derivative transactions in respect of the securities of the Company.
- 2) All Designated Persons who Trade in the securities of the company shall not enter into a contra trade during the next six months following the prior transaction. In case of any 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 SEBI for credit to the Investor Protection and Education Fund administered by SEBI.

- 3) The above restriction on contra trade shall not apply in case of exercise / sale of ESOP shares provided the Designated Persons do not possess UPSI and the sale is executed when the trading window is open and after obtaining pre-clearance.

## **10. Trading Plans**

- 1) A Designated Person shall be entitled to formulate a Trading Plan that complies with the SEBI Regulations (a “Trading Plan”) and present it to the Compliance Officer for approval and public disclosure. The trading plan may be executed only after the plan is approved by the Compliance officer and disclosed to the stock exchanges on which the securities of the Company are listed.
- 2) Designated person shall not exercise any influence over the amount of securities to be traded, the price at which they are to be traded, or the date of the trade. Designated person may delegate discretionary authority to his/her broker, but in no event Designated person may consult with the broker regarding executing transactions, or otherwise disclose information to the broker concerning the Company that might influence the execution of transactions, under the Trading Plan after it commences.
- 3) The Trading Plan once approved shall be irrevocable and the Designated Person 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. However, the implementation of the Trading Plan shall not be commenced, if at the time of formulation of the plan, the Designated Person is in possession of UPSI and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Trading Plan shall be deferred until such UPSI becomes generally available information.

## **11. Penalty for Insider Trading**

- 1) 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.
- 2) 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, recovery, clawback etc. and ineligibility for future participation in the Company’s stock option plans or termination.
- 3) The SEBI or any other appropriate regulatory authority may also be informed of the violation of these Rules so that appropriate action may be taken.



## 12. Disclosure requirements

### 1) **Initial Disclosure:**

- a. Every Promoter, member of the promoter group, Key Managerial Personnel, director of the Company and each of their Immediate Relatives shall disclose his holding of securities of the Company within thirty days of these Rules taking effect as per Form A set out in Annexure 4.
- b. Every person, on appointment as a Key Managerial Personnel or a director of the Company or upon becoming a Promoter or member of the promoter group, 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 5.
- c. Every Designated person shall disclose details like Permanent Account Number, names of educational institutions from which they have graduated and names of their past employers.

### 2) **Continual Disclosure:**

- a. Every Designated person shall 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:
  - a1. Immediate relatives
  - a2. persons with whom such designated person(s) shares a material financial relationship
  - a3. Phone and mobile numbers which are used by them
- b. Every Promoter, member of the promoter group, designated person, director of the Company and each of their Immediate Relatives shall disclose as per Form C set out in Annexure 6 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. Ten lakhs.
- c. Any off-market trade done as per regulation 5(6) of this policy shall be reported by the insiders to the company within two working days.
- d. The disclosure shall be made within two working days of:
  - I. the receipt of intimation of allotment of shares, or
  - II. the acquisition or sale of shares or voting rights, as the case may be.

### 3) **Disclosure to the Stock Exchange:**

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) **Disclosures 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 7 at such frequency as he may determine.
- 5) All Designated Persons must make an annual disclosure of the number of Securities of the company held as on 31st March each year by them including details of purchase / sale of Securities of the Company during the financial year to the Compliance Officer. This disclosure must be made within 30 (thirty) days from the close of each financial year.

### 13. Miscellaneous

- 1) The Board of Directors shall be empowered to amend, modify, and interpret these Rules and such Rules shall be effective from such date that the Board may notify in this behalf.
- 2) The Compliance Officer shall provide the Audit Committee of the Board, on a quarterly basis, all the details of Trading in securities by the Designated Persons including any violations of the Rules.
- 3) The Compliance Officer shall maintain (a) an updated list of Designated Persons, (b) records of disclosures and pre-clearance applications and undertakings for a period of five years and (c) a confidential list of any 'restricted securities' to which the Compliance Officer may require Designated Persons to seek pre-clearance before Trading in such 'restricted securities'.
- 4) The Company shall require all Connected Persons to formulate and adhere to a code of conduct to achieve compliance with these Rules. In case such persons observe that there has been a violation of these Rules, then they shall inform the Board of Directors of the Company promptly.
- 5) Any suspected violation of leak of unpublished price sensitive information or violation of this policy can be reported under whistle blower policy.



## APPLICATION FOR PRE-TRADING APPROVAL

To,

The Compliance Officer,  
JTL Defence Limited  
(Erstwhile RCI Industries & Technologies Limited)

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/ American depositary receipts of the Company as per details given below:

|    |   |  |
|----|---|--|
| 1  | Name of the applicant   |  |
| 2  | Designation   |  |
| 2A | Relationship with the Applicant (Self/Immediate Relative)                           |  |
| 3  | Number of securities held as on date  |  |
| 4  | Folio No. / DP ID / Client ID No.   |  |
| 5  | The proposal is for   | (a) Purchase of securities<br>(b) Subscription to securities<br>(c) Sale of securities<br>(d) Pledge |
| 6  | Proposed date of trading in securities  |  |
| 7  | Estimated number of securities proposed to be purchased/subscribed/sold/pledge      |  |
| 8  | Current market price (as on date of application)                                    |  |
| 9  | Whether the proposed transaction will be through stock exchange or off-market trade |  |
| 10 | Folio No. / DP ID / Client ID No. where the securities will be credited / debited   |  |

I enclose herewith the Undertaking signed by me.

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

Name:

Date:



**Annexure 2**

**UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR  
PRECLEARANCE**

To,  
The Compliance Officer,  
JTL Defence Limited  
(Erstwhile RCI Industries & Technologies Limited)

I, \_\_\_\_\_ being a designated person of the company as per the Rules for Trading in the securities of JTL Defence Limited (Erstwhile RCI Industries & Technologies Limited) residing at \_\_\_\_\_ am desirous of trading in shares of the Company as mentioned in my application dated \_\_\_\_\_ for pre-clearance of the transaction.

I further declare that I am not in possession of any unpublished price sensitive information up to the time of signing this Undertaking.

In the event that I have access to or receive any unpublished price sensitive information after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from trading in the securities of the Company until such information becomes public.

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

In the event of this transaction being in violation of the Rules or the applicable laws, (a) I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the 'indemnified persons') for all losses, damages, fines, expenses, suffered by the indemnified persons, (b) I will compensate the indemnified persons for all expenses incurred in any investigation, defence, crisis management or public relations activity in relation to this transaction and (c) I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor Protection and Education Fund administered by the SEBI.

I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the trade within seven days of the receipt of approval failing which I shall seek pre-clearance afresh.

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

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

Name:

Date:



## DISCLOSURE OF TRANSACTIONS

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

To,

The Compliance Officer,  
JTL Defence Limited  
(Erstwhile RCI Industries & Technologies Limited)

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to securities as mentioned below  
on, (date) (strike out whichever is not applicable)

| Name of holder | No. of securities traded | 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 Rules and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

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

Name:

Date:



**FORM A**

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]

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

ISIN of the company: \_\_\_\_\_

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

| Name, PAN, CIN/DIN & address | Category of Person (Promoters/ KMP / Directors/immediate relative to/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. |                   |
|                              |   |   |     |                   |
|                              |   |   |     |                   |

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

**Details of Open Interest (OI) in derivatives 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 |
|   |                                       |                               |   |                                       |                               |

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

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

Designation:

Date:

Place:



**FORM B**  
**SEBI (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: \_\_\_\_\_  
ISIN of the company: \_\_\_\_\_

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

| Name, PAN, CIN/DIN & Address with contact nos. | Category of Person (Promoters/ KMP / Directors/immediate relative to/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 Share holding |
|--|---|---|--|-----|--------------------|
|  |   |   | Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)  | No. |                    |
|  |   |   |  |     |                    |

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

Details of Open Interest (OI) in derivatives 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 |
|   |  |                               |   |  |                               |

Name & Signature: \_\_\_\_\_  
Designation:  
Date:  
Place:



**FORM C**

**SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]**

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

ISIN of the company: \_\_\_\_\_

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

| Name, PAN, CIN /DIN, & address with contact nos. | Category of Person (Promoter s/ KMP / Direct or s/immediate relative to/others etc.) | Securities held prior to acquisition/disposal                              |                            | Securities acquired/Disposed   |    |       |  | Securities held post acquisition/disposal                                  |                            | Date of allotment advice/ acquisition of shares/ sale of shares specify |    | Date of intimation to company | Mode of acquisition / disposal (on market/ public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.) |
|--|--|--|----------------------------|--|----|-------|--|--|----------------------------|---|----|-------------------------------|--|
|  |  | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. and % of share holding | Type of security (For eg. – Shares, Warrants, Convertible Debentures | No | Value | Transaction Type (Buy/ Sale/ Pledge / Revoked/ Invoke) | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. and % of share holding | From  | To |                               |  |
|  |  |  |                            |  |    |       |  |  |                            |   |    |                               |  |





**FORM D (Indicative format)**

**SEBI (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3) – Transactions 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 |    | Date of intimation to company | Mode of acquisition/disposal (on market/ public/ rights/ Preferential offer / off market/ Interse transfer, ESOPs etc. ) |
|---|-------------------------|--|----------------------------|--|-----|-------|---|--|----------------------------|---|----|-------------------------------|--|
|   |                         | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. and % of share holding | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | Value | Transaction Type (Buy/Sale/Pledge / Revoked /Invoke ) | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. and % of share holding | From  | To |                               |  |
|   |                         |  |                            |  |     |       |   |  |                            |   |    |                               |  |

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



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

| Trading in derivatives (Specify type of contract, Futures or Options etc) |                         |                |  |                | Exchange on which the trade was executed |  |
|---|-------------------------|----------------|--|----------------|--|--|
| Type of Contract  | Contract specifications | Buy            |  | Sell           |  |  |
|   |                         | Notional Value | Number of units (contracts * lot size) | Notional Value | Number of units (contracts * lot size)   |  |
|   |                         |                |  |                |  |  |

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

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

Signature:

Place:



## **POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

### **Preamble**

This Policy is framed with an aim to implement a structured procedure for investigation in case of leak or suspected leak of UPSI.

### **Applicability**

This policy shall apply to all Insiders and any other persons as assigned by law from time to time.

### **Process of inquiry in case of leak of UPSI or suspected leak of UPSI**

1. Complaint (written or oral or electronic) regarding a leak or suspected leak of UPSI may be received by the Company from the following sources:
  - a. Internal:
    - i. Whistleblower vide the whistleblower process as illustrated in the JTL Defence Limited (Erstwhile RCI Industries & Technologies Limited) Whistleblower Policy;
    - ii. Any leak or suspected leak of UPSI detected through the internal controls implemented by the Company.
  - b. External: Registrar and Share Transfer Agent, Depository, Stock Exchange, Regional Director, Registrar of Companies, regulatory / statutory authority or any other department of Central or State Government based on the complaint received from a whistleblower (above shall be collectively referred to as “Complaint(s)”
2. The Chief Compliance Officer shall report the Complaint to the Audit Committee within a reasonable time from the date of receipt of the Complaint;
3. The Audit Committee shall review the Complaint and shall discuss with the Chief Compliance Officer and Company Secretary on potential next steps including but not limited to seek additional information to consider an investigation, disclosure requirements to the regulatory authorities, appointment of an investigation panel consisting of internal employees or external agencies.



4. If the Audit Committee mandates an investigation, then the identified panel of investigators shall conduct the investigation into the Complaint(s) and present their findings to the Chief Compliance Officer. The executive summary of the investigation shall be reported to the Audit Committee by the Chief Compliance Officer;
5. Based on the update provided by the Chief Compliance Officer, the Audit Committee shall put forward its recommendation to the Board. The Board, on receipt of such recommendation and after due review/deliberations, shall decide on the next steps;
6. The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision and also replace this Policy entirely with a new Policy;
7. Any words used in this Policy but not defined herein shall have the same meaning as described to it in the Companies Act, 2013 or Rules made thereunder, Securities & Exchange Board of India Act or Rules and Regulations made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 or any other relevant legislation/law applicable to the Company, as amended from time to time.

