



**THANGAMAYIL**  
JEWELLERY LIMITED

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

**Thangamayil Jewellery Limited(the Company) in deference with Regulation 9(1) of SEBI (Prohibition of Insider Trading)Regulations,2015 (the Regulations) hereby sets out the minimum standards for code of conduct to regulate, monitor and report trading by insiders.**

**All terms used in this document shall have the meaning assigned to them under the SEBI(Prohibition of Insider Trading)Regulations,2015 and other applicable SEBI Regulations.**

**The Company Secretary is designated as the compliance officer responsible for complying with Companies Act,2013 and all SEBI regulations including SEBI (Prohibition of Insider Trading) Regulations,2015.**

1. The compliance officer i.e. the Company Secretary of the Company, shall report to the Board of Directors and in particular, shall provide reports to the Chairman of the Audit Committee 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 All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
3. The Company designates the following as“ Designated persons” and the immediate relatives of designated persons in the organisation whom shall be governed by this code of conduct governing dealing in securities.:.



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- a) All Directors
- b) All KMPs
- c) The Presidents, Vice-Presidents and General Managers of all departments.
- d) Promoters/Persons Acting in Concert
- e) All employees, intermediaries, fiduciaries having access to UPSI of Company.

(1) Designated persons and their immediate relatives may execute trades subject to compliance with these regulations. 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determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.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.

(2) Trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results.

(3) The trading window restrictions mentioned in sub-clause (1) shall not apply in respect of

(a) transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulation 4 and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the Board;

(b) transactions which are undertaken in accordance with respective regulations made by the Board such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, bonus issue, open offer, delisting offer or transactions



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which are undertaken through such other mechanism as may be specified by the Board from time to time.

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.
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 Rs.50 lakhs.
7. 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.
8. The code of conduct hereby specify the 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.
9. The code of conduct hereby 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 is 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. Incase a contra trade 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. Provided that this shall not be applicable for trades pursuant to exercise of stock options.

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10. The Board of Directors would stipulate formats for various purpose under the Code of Conduct as it deem necessary for making applications for pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance and for reporting level of holdings in securities at such intervals as may be determined as being necessary to monitor compliance with these regulations.

11. 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, recovery, etc., that may be imposed, by the listed company required to formulate a code of conduct under sub-regulation (1) of regulation 9, for the contravention of the code of conduct. Any amount collected under this clause shall be remitted to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

12. The Board of Directors shall specify that there has been a violation of these regulations, shall promptly inform the stock exchange(s) where the concerned securities are traded, in such form and such manner from time to time.

13. 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.



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14. Listed entities shall have a process for how and when people are brought 'inside' on sensitive transactions. Individuals should be made 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.
15. Designated persons shall furnish for each financial year a declaration confirming that they complied with this code. Such declaration must be sent to the compliance officer before 30<sup>th</sup> April each year.
16. The Board is empowered to take disciplinary actions, including wage freeze and/or suspension for contravention of the code of conduct.