

**DIL LIMITED**

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

**Effective from May 15, 2015**

(Amended on May 27, 2016)

(Amended on February 6, 2018)

(Amended on February 12, 2019)

## **I] Introduction:**

This Code of Conduct is formulated to regulate, monitor and report Trading by Insiders ('Insider Trading Code') of DIL Limited ('DIL' or 'Company') pursuant to provisions of Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulation, 2015, as amended by SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 which are applicable w.e.f. April 01, 2019<sup>1</sup>. The Board of Directors of the Company ('Board') in its meeting held on [1] February 12, 2019<sup>1</sup> has amended and adopted this Insider Trading Code, in supersession of the existing Insider Trading Code of the Company.

<sup>1</sup> Omitted words 'May 27, 2016' as per Board's approval dated February 12, 2019.

Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Policy and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information ('UPSI') adopted by the Company under Regulations and as amended from time to time shall form part of this Insider Trading Code (collectively referred to as "Insider Trading Code").

## **II] Definitions:**

- a) "Compliance Officer" means Company Secretary of DIL or any other Senior Officer as may be designated by the Board of Directors from time to time.
- b) "Connected Person" means,-
  - (i) any person who is or has during the six months prior to the concerned act been associated with a Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
  - (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be Connected Persons unless the contrary is established,-
    - (a) an Immediate Relative of Connected Persons specified in clause (i); or

- (b) a holding company or associate company or subsidiary company; or
  - (c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
  - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
  - (e) an official of a stock exchange or of clearing house or corporation; or
  - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
  - (g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or (h). an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
  - (h) a banker of the Company; or
  - (i) 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;
- c) "Designated Persons" shall mean [?].
- (i) Directors and Key Managerial Personnel of the Company;
  - (ii) Heads of departments of the Company and all direct reportees to them;
  - (iii) Any other officer / employee / person of the Company or of its group companies who may have access to price sensitive information and who may be notified by the Compliance Officer shall be included within the purview of Designated Persons from time to time keeping in mind the objectives of this Code of Conduct and Regulations.

The Compliance Officer shall maintain a record of the Designated Persons and any changes thereto from time to time. ^^

<sup>2</sup> Omitted words 'Connected Persons including employees and their Immediate Relatives' as per Board's approval dated February 12, 2019.

- d) "Generally Available Information" means information that is accessible to the public on a non-discriminatory basis;
- e) "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;
- f) "Insider" means any person who is:
  - (i) a Connected Person;
  - (ii) in possession of or having access to unpublished price sensitive information;
  - (iii) Designated Persons and/or<sup>^^</sup>
  - (iv) Person considered as an Insider under Regulation 3(2B) of Regulations.<sup>^^</sup>
- g) "Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018<sup>^^</sup> or any modification thereof;
- h) "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;<sup>§</sup>
- i) "Regulations" means SEBI (Prohibition of Insider Trading) Regulation, 2015 as may be amended from time to time.
- j) "Trading day" means a day on which the recognized stock exchanges are open for trading;
- k) "Trading Window" means the period during which, trading in the Company's Securities by Insiders shall not be permissible.
- k) "Unpublished Price Sensitive Information" or "UPSI" means any information, relating to a Company or its Securities, directly or indirectly, that is not Generally Available Information which upon

becoming Generally Available Information, 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; and^^
- (v) changes in key managerial personnel;

(vi) [3]

<sup>3</sup> Omitted words 'material events in accordance with the listing agreement' as per Board's approval dated February 12, 2019

Words and expressions used and not defined in this Insider Trading Code but defined in the Regulations shall have the meanings respectively assigned to them in the Regulations, as amended from time to time^^.

### **III] Applicability:**

The Insider Trading Code is applicable to,

- (i) Insiders;
- (ii) Promoters and Promoter Group^^; and
- (iii) Designated Persons^^, including their Immediate Relatives.

### **IV] Code:**

#### **1) Duties of the Compliance Officer**

- i) The Company has appointed the Company Secretary of the Company as its Compliance Officer for the purpose of this Insider Trading Code.
- ii) The Compliance Officer shall be responsible for compliance of provisions of the Regulations, prompt, fair and timely disclosures of Unpublished Price Sensitive Information (UPSI) as per the Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the Insider Trading Code under the overall supervision of the Board of Directors;
- iii) The Compliance Officer shall maintain a record of the Designated Persons as may be approved by the Board.
- iv) The Compliance Officer shall assist all the employees in addressing any clarifications regarding the Regulations and the Company's Insider Trading Code.
- v) The Compliance Officer shall report any Insider Trading in Securities of the Company, to the Board and to the Chairman of the Audit Committee on quarterly basis.

## **2) Preservation of Confidentiality of Unpublished Price Sensitive Information (UPSI)**

- i)<sup>^^</sup> Subject to the provisions of the Regulations and except in accordance with this Insider Trading Code and Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, 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.
- ii)<sup>^^</sup> 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
- iii)# UPSI is to be handled on a "need to know" basis. Designated Persons, Insiders and Promoters [including their Immediate Relatives] shall not, directly or indirectly, communicate (including through any social networking or similar other medium), provide, or allow access to any UPSI, relating to a Company or securities listed or proposed to be listed (if any), to any person including other Designated Persons, Insiders and Promoters [including their Immediate Relatives] except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. In such cases, these parties shall be made to execute agreements with confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose as may be mentioned in these agreements.  
  
# substituted vide Amendment dated May 27, 2016
- iv) Files containing UPSI shall be kept secure. Computer files containing UPSI must have adequate security of login and password, etc.
- v)<sup>^^</sup> It is at the discretion of the Director(s) and/or management to consider any person (whether Company's employee or not) as an Insider when there is a reason to believe that any person is having or may have access to UPSI regarding the Company in connection with any existing or future transaction(s) or proposal(s). In this case, such person shall be intimated in due course about this fact and / or the closure of trading window and about other requirements or information as may be deemed necessary. Such person shall be responsible to adhere to all the policies and

procedures and conditions and provisions of the Regulations and Company's policies and codes framed under the Regulations. ^^

- vi) Subject to the conditions provided in regulation 4 of the Regulations, no insider shall trade in Company's securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information.^

### 3) **Chinese Wall**^^

To prevent the misuse of UPSI, the Company has laid down a "Chinese Wall" procedures which separate those areas/ departments of the Company which routinely have access to UPSI, (referred to as "Inside Areas") from those areas/ departments which do not have such access, (referred to as "Public Areas").

Those who fall under Inside Areas shall not communicate UPSI with those who fall under Public Areas.

Only under exceptional circumstances as may be required from time to time, those from Inside Areas may be allowed to "cross the wall" and give UPSI for the furtherance of legitimate purposes and on the "need to know" basis to those who fall under Public Areas, subject to compliance of Regulations and Insider Trading Code.

### 4) **Trading Plan**

- i) Any Designated Person, Promoter or Insider shall be entitled, at his option, to formulate a Trading Plan for dealing in Securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which 'Trades' may be carried out with such plan.
- ii) Such Trading Plan shall:
  - (a) not entail commencement of Trading on behalf of the Designated Person earlier than six months from the public disclosure of the plan;
  - (b) 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;
  - (c) entail Trading for a period of not less than twelve months;
  - (d) not entail overlap of any period for which another Trading plan is already in existence;

- (e) 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
  - (f) not entail Trading in Securities for market abuse
- iii) The Compliance Officer shall review such 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.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.<sup>^^</sup>

Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.<sup>^^</sup>

- iv) The Trading Plan once approved shall be irrevocable and the concerned Designated Person, Promoter or Insider shall mandatorily have to implement such 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 any UPSI in possession of such Designated Person, Promoter or Insider (as the case may be) at the time of formulation of the Trading Plan, has not become Generally Available Information at the time of the commencement of implementation and in such event the Compliant Officer shall confirm that the commencement ought to be deferred until such UPSI becomes Generally Available Information.
- v) Upon approval of the Trading Plan, the Compliance Officer shall notify the Trading Plan to the stock exchanges on which the Securities are listed.
- vi) A notional window shall be used as an instrument of monitoring trading by Designated Persons, Promoters or Insiders. The Compliance Officer should close Trading Window when he determines that a Designated Person, Promoter or Insider or any class of Designated Persons, Promoters or Insiders can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such Securities to which such UPSI relates. Designated Persons, Insiders and



Promoters [including their Immediate Relatives] shall not trade in Securities when the Trading Window is closed.

**5) Prevention of misuse of “UPSI”**

All Designated Persons, Insiders and Promoters including their Immediate Relatives of the Company shall be subject to trading restrictions as enumerated below.

**6) Trading Window**

- (a) The trading window shall be closed when the compliance officer is brought to the notice of such price sensitive information and is of the opinion that Designated Persons, Insiders and Promoters including their Immediate Relatives of the Company can reasonably be expected to have possession of Unpublished Price Sensitive Information. @
- (b) During closure of Trading Window, Designated Persons Insiders and Promoters [including their Immediate Relatives] shall not trade in the Securities of the Company.
- (c) After taking into account various factors including UPSI in question becoming Generally Available Information and being capable of assimilation by the market, the Compliance Officer shall determine timing of re-opening of the Trading Window however in any event it shall be forty-eight hours after the information becomes ‘Generally Available Information’.
- (d) 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.
- (e) All Designated Persons, Insiders and Promoters including their Immediate Relatives of the Company shall conduct all their dealings in the Securities of the Company only when the Trading Window is open and shall not deal in any transaction involving the purchase or sale of the Company’s Securities during the period when Trading Window is closed or during any other period as may be specified by the Company from time to time.

*@ substituted vide Board approval in its meeting dated February 6, 2018.*

*Prior to the substitution, Point (a) read as under:*

*(a) The Trading Window shall be closed eight days prior to UPSI is unpublished.*

## 7) Pre-clearance of trades

- i) When the Trading Window is open, any Designated Person shall trade in Securities of the Company subject to pre-clearance by the Compliance Officer if the value of the proposed trades is above Rs 1,00,000 (Rupees One Lakh only)<sup>4</sup> [4]

<sup>4</sup> Omitted words 'However, no Designated Person shall be entitled for pre-clearance of any proposed trade if such Designated Person is in possession of UPSI even if the Trading Window is not closed' as per Board's approval dated February 12, 2019.

- ii) Designated Person who proposes to execute trade in Securities of the Company shall submit an application duly filled and signed to the Compliance Officer. The format of application is annexed as Annexure "A".
- iii) Prior to approving any trades, the Compliance Officer shall seek declarations to the effect that the applicant for pre-clearance is not in possession of any UPSI. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- iv) [5]

<sup>5</sup> Omitted words 'The Compliance Officer shall confidentially maintain a list of such Securities, if any, as a "restricted list" which shall be used as the basis for approving or rejecting applications for pre-clearance of trades' as per Board's approval dated February 12, 2019.

- v) The Compliance Officer shall approve / reject pre-clearance application within five trading days in the format as provided in Annexure "B".
- vi) Designated Person shall execute pre-cleared trade within seven trading days from approval and shall report his / her trade details to Compliance Officer in Annexure "C" within two trading days from the trade. In case of non-trading, the Designated Person shall report his decision of non-trading along with reasons to Compliance Officer in format provided in Annexure "C".
- vii) In case of failure in executing trade within seven trading days, Designated Person shall be required to take fresh pre-clearance for the trades to be executed in format provided in Annexure "A".

- viii) Designated Person who is permitted to trade shall not execute a contra trade within next six months from previous transaction. The Compliance Officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing without violating the Regulations. If contra trade is 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 Securities and Exchange Board of India for credit to the Investor Protection and Education Fund.

Provided above provision regarding contra trade shall not be applicable for trades pursuant to exercise of stock options.^

**8) Mechanism for Prevention of Insider Trading and Review^**

The Company shall develop an adequate and effective system of internal controls to ensure compliance with the requirements given in the regulation 9 A of the Regulations to prevent insider trading.

The Company shall formulate written policies and procedures for inquiry in case of leak of UPSI or suspected leak of UPSI, which shall be approved by Board of Directors of the Company and accordingly initiate appropriate inquiries on becoming aware of leak of UPSI or suspected leak of UPSI and inform the Board promptly of such leaks, inquiries and results of such inquiries.

The Audit Committee of the Company shall review compliance with the provisions of Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

The Compliance Officer shall report to the Board of Directors and in particular, shall provide reports to the Chairman of the Audit Committee or to the Chairman of the Board of Directors at least once in a year or at such frequency as may be stipulated by the Board of Directors.

**9) Disclosure by Certain Persons:**

**i) Initial Disclosure**

- (a) Every Promoter, member of the Promoter Group\$, Key Managerial Personnel and^ Director, [6] of the Company shall disclose their respective holding of Securities as on

May 15, 2015 to the Company within thirty days from May 15, 2015 in the format provided in Annexure "D" [i.e. Form A].

<sup>6</sup> Omitted words 'Designated Person' as per Board's approval dated February 12, 2019.

- (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<sup>6</sup> shall disclose his holding of Securities as on the date of appointment or becoming a Promoter, to the Company within seven days of such appointment or becoming a Promoter or within such other time period as may be specified by the Regulations, from time to time. The disclosure shall be made in the format provided in Annexure "D" [i.e. Form B]

## **ii) Continual Disclosure**

- (a) Every Promoter, member of the Promoter Group<sup>6</sup>, Director and Designated Person of the Company shall disclose to the Company the number of such Securities acquired or disposed of within two trading days of such transaction (or within such other time period as may be specified by the Regulations, from time to time) 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. 10,00,000 (Rupees ten lakhs) or such other value as may be specified by the Regulations, from time to time. The disclosure shall be made in the format provided in Annexure "E" [i.e. Form C]
- (b) The Company shall notify the particulars of such trading to the stock exchange on which the Securities are listed within two working days of receipt of the disclosure or from becoming aware of such information, or within such other time period as may be specified by the Regulations, from time to time.

## **iii) Annual Disclosure**

Every Promoter, Director and Designated Person of the Company shall disclose their holding of Securities on annual basis within thirty days from conclusion of every financial year of the Company, in the format as provided in Annexure "F" [i.e. Form D].

Every Designate 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:

- 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.<sup>^^</sup>

The above information can be disclosed in the format as provided in Annexure "G".<sup>^^</sup>

The term "*material financial relationship*" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.<sup>^^</sup>

#### **10) Penalty for contravention of this Insider Trading Code**

- i) Any Designated Person who contravenes the Insider Trading Code shall be penalised and also be subject to disciplinary action by the Company, which may include wage freeze, suspension etc.
- ii) The Company shall promptly inform Securities and Exchange Board of India regarding any violation of the Insider Trading Code.
- iii) The action by the Company shall not preclude SEBI from taking any action in case of violation of Regulations.

#### **IV] GENERAL:**

Designated Persons, Promoters and Insiders are advised to pursue the Insider Trading Code and Regulations carefully and acquaint themselves with all the provisions contained therein. The Compliance Officer will be available for clarification / assistance that may be necessary.

In case any conflict between the provisions of this Insider Trading Code of the Company and the Regulations or any other applicable law, the provisions of the Regulations or such other applicable law (as amended from time to time and<sup>^^</sup> as the case may be) shall prevail.

<sup>^^</sup> Inserted in accordance with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (w.e.f. April 01, 2019) as per Board's approval dated February 12, 2019

\$ Inserted in accordance with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (w.e.f. January 21, 2019) as per Board's approval dated February 12, 2019

## ANNEXURE 'A'

### APPLICATION-CUM-UNDERTAKING

Name of the person	:	
Designation, Employee No. (if applicable) and Permanent Account Number (PAN)	:	
Number of Securities held as on date	:	
Relationship with the Company	:	
The proposal is for:  (a) Purchase of Securities  (b) Subscription to Securities  c) Sale of Securities		
Current Folio No./DP ID No./Client ID No.	:	
Name and Address of the DP	:	
Proposed date of dealing in Securities	:	
Estimated number of Securities proposed to be acquired/subscribed/sold	:	
Current market price (as on date of application)	:	
Whether the proposed transaction will be through stock exchange or off-market deal	:	
Folio No. / DP ID / Client ID No. where the Securities will be credited / debited	:	

I undertake that :

I do not have any access or have not received any Unpublished Price Sensitive Information (UPSI) (as defined in the Code of Practices Procedure and Conduct to Regulate, Monitor and Report Trading by Designated Persons of the Company) up to the time of signing this Undertaking.

In case, I receive any UPSI after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of the changed position and that I would completely refrain from dealing in the Securities till the time such information becomes public.

I have not contravened the Code of Practices Procedure and Conduct to Regulate, Monitor and Report Trading by Designated Persons of the Company (Insider Trading Code) as notified by the Company from time to time; and I have made a full and true disclosure in the matter.

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

Order in respect of Securities shall be executed within seven trading days after approval is granted by Compliance Officer, failing which I shall apply for pre-clearance again from the Compliance Officer.

I shall not execute a contra trade within next six months from date of this transaction, unless otherwise approved in writing by the Company / Compliance Officer. I agree that if contra trade is 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 Securities and Exchange Board of India for credit to the Investor Protection and Education Fund and I shall be liable for such other action as may be prescribed in Company's Insider Trading Code and/or SEBI (Prohibition of Insider Trading) Regulation, 2015.

I have made a full and true disclosure in the matter. I further confirm having read the Insider Trading Code framed by the Company and undertake to abide by the same.

Place

( )

Date :

Signature

**ANNEXURE “B”**

**APPROVAL / REJECTION OF PRE- CLEARANCE**

Date:

To,

Name:

Designation:

Dear Sir / Madam,

With reference to your Application cum Undertaking for Pre-clearance dated\_\_\_\_\_, we would like to inform you that your application to purchase / sale \_\_\_\_\_equity shares / Securities of the Company is hereby approved / rejected. Now, you can execute your trade within seven trading days i.e.\_\_\_\_\_. Further, you are required to submit a report your trade details within two trading days from trade. Or In case, no trade was executed, you are required to submit a 'Nil' report.

In case, you do not execute a trade before \_\_\_\_\_, you shall submit a fresh preclearance application before executing any transaction in the equity shares / Securities of the Company.

Thanking you,

Yours faithfully,

For DIL Limited

Compliance Officer



## **ANNEXURE "C"**

### **REPORTING OF TRADE / TRANSACTION**

To,  
The Compliance Officer,  
DIL Limited

Dear Sir,

According to approval of pre-clearance dated \_\_\_\_\_, I have executed a trade /transaction on \_\_\_\_\_(date). The detail of said trade / transaction is as under:

Name of holder  
No. Of Securities purchased / sold  
Average Gross Price per Securities (in Rs.)  
DP ID & Client ID/ Folio No.

Further I enclose herewith copy of Contract Note for your ready reference. I declare that the above information is correct and that no provision of the Code of Practices Procedure and Conduct to Regulate, Monitor and Report Trading by Insiders of the Company (Insider Trading Code) has been violated while executing aforesaid trade / transaction.

I also declare that I have complied with the requirements of minimum period of six months for entering into an opposite transactions in respect of said Securities.

Or

According to approval of pre-clearance dated \_\_\_\_\_, I have not executed a trade / transaction due to \_\_\_\_\_(reason of non-trading).

I will take fresh pre-clearance for trades as and when I propose to trade in Securities of the Company.

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

Name:

Designation:

## ANNEXURE "D"

### 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 with contact nos.	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 eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

*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
6	7	8	9	10	11

*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 Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

*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
7	8	9	10	11	12

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

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

Designation: \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_

## ANNEXURE “E”

### 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 (Promoters/ KMP / Director 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 shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge/ Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

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)	
15	16	17	18	19	20	21

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

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

Designation: \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_

## ANNEXURE “F”

### FORM D (Indicative format)

#### SEBI (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		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 shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/Sale/Pledge / Revoke / Invoke )	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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)	
15	16	17	18	19	20	21

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

Name:

Signature:

Place:

## ANNEXURE "G"

### Information of Designated Person and his/her Immediate Relatives as required under Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015

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April 1, 2019

**The Compliance Officer,  
DIL Limited ('Company'),  
A-1601, Thane One, DIL Limited,  
Majiwade, Thane, West, 400610**

**Subject: Information required under Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015**

Dear Sirs,

I as a Designated Person in terms of Company's Insider Trading Code hereby furnish the following Information as required under Schedule B of SEBI (Prohibition of Insider Trading) Regulations, 2015. Kindly take the same on records:

#### Details of Designated Person and Immediate Relatives:

Particulars	Name	PAN/ other identifier authorized by law	Phone, mobile and cell numbers in use	Email id
Designated Person				
Spouse*				
Father*				
Mother*				
Siblings*				
Children*				
Persons with whom I share a Material Financial Relationship #				

\* applicable if they are either dependent financially on, or consult the undersigned in taking decisions relating to trading in securities.

# "Material Financial Relationship" means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income (but shall exclude relationships in which the payment is based on arm's length transactions).

I undertake to (i) adhere to Company's Insider Trading Code and SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and (ii) inform the Company as and when there is any change in the above information and on annual basis every year.

Name: \_\_\_\_\_, **Designated Person**

Designation:

Company:

**For DIL Limited**

**Sanjay Buch**  
**Chairman**