



RAM RATNA WIRES LIMITED

## INSIDER TRADING - CODE OF CONDUCT

(Amended Code effective from 28<sup>th</sup> October, 2024)

This Policy is only an internal code of conduct and one of the measures to avoid Insider Trading. It will be the responsibility of each person covered under the SEBI Insider Trading Regulations to ensure compliance of the SEBI Act, Guidelines and other related statutes.

## Table of Contents

Topic		Page No.
<b>Chapter 1 - Preliminary and Restrictions on Insider Trading</b>		
1.1	Background	3
1.2	Applicability	3
1.3	Introduction	3
1.4	Objective of this Code of Conduct	3
1.5	Definitions	4-7
1.6	Role of Compliance Officer	7-8
1.7	Communication or Procurement of UPSI	8-9
1.8	Restriction On Trading In Company's Securities	9-10
1.9	Chinese Wall	10-11
1.10	Trading Plan	11-13
1.11	Trading Window and Window Closure	13
1.12	Pre-clearance of trades	13-14
<b>Chapter 2 - Disclosures &amp; Reporting</b>		
2.1	General	15
2.2	Initial Disclosure	15
2.3	Continual Disclosure	15
2.4	Disclosure by other connected persons	15
2.5	Documents to be shared by Designated Person with Company	16
<b>Chapter 3 – Penalty for Contravention</b>		
3.1	Penalty for Contravention	17
3.2	Information to SEBI in case of Violation	17-18
3.3	Power to Remove Difficulties	18
3.4	Amendments	18
3.5	Communications	18
<b>Annexures</b>		
	Annexure A	19-21
	Annexure A-1	22-23
	Annexure B	24
	Annexure C	25-26
	Annexure D	27-28

## **CHAPTER 1- PRELIMINARY AND RESTRICTIONS ON INSIDER TRADING**

### **1.1 BACKGROUND**

This Code is framed to regulate, monitor and report trading by Insiders, Designated Persons and their immediate relatives (as defined below) pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time (the “Regulations”).

### **1.2 APPLICABILITY**

This Code shall be applicable to Connected Persons, Insiders, the Designated Persons and their Immediate Relatives, and includes any person in the possession of Unpublished Price Sensitive Information, as defined in this Code.

### **1.3 INTRODUCTION**

The Securities and Exchange Board of India (“SEBI”) vide its Notification dated January 15, 2015, had issued the Regulations and these regulations have undergone amendments over time, with the most recent being the Securities and Exchange Board of India (Prohibition of Insider Trading) (Second Amendment) Regulations, 2024, dated June 25, 2024, to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof.

Insider Trading involves trading in the securities of a company listed or proposed to be listed, by connected or any persons in possession of or with access to unpublished price sensitive information not available to the general public, who can take advantage of or benefit from such unpublished price sensitive information. Trading in securities by an ‘insider’ is regarded unfair when it is predicated upon utilization of ‘inside’ information to profit at the expense of other investors who do not have access to the same information.

### **1.4 OBJECTIVE OF THIS CODE OF CONDUCT**

This Code of Conduct has been prepared by adopting the standards set out in Schedule B of the Regulations in order to regulate, monitor and report trading by Insiders, Designated Persons and their immediate relatives towards achieving compliance with the Regulations.

This Code is an internal code of conduct and one of the measures to avoid insider trading and to meet compliances stipulated under the Regulations. Employees, Insiders, Designated Persons and their immediate relatives are advised to understand and observe the spirit and the intent behind this document and the Regulations. It will be the responsibility of each Employee, Insider, Designated Person and their immediate relatives to ensure compliance with the Regulations and the Code.

In order to fully understand the scope of restrictions on insider trading, it is useful to understand the following terms/definitions.

## 1.5 DEFINITIONS

- a) **Act**” means the Securities and Exchange Board of India Act, 1992
- b) **Audit Committee**” refers to the committee constituted by the Board of Directors in accordance with Section 177 of the Companies Act, 2013
- c) **“Board of Directors”** means the Board of Directors of the Company.
- d) **“Chinese Walls”** refer to arrangements to prevent the misuse of confidential information. The Company shall establish procedures and processes which separate/demarcate those areas of the Company which routinely have access to Unpublished Price Sensitive Information, considered “Inside Areas” from other departments providing support services, considered “Public Areas.
- e) **“The Code”** means this Code of Conduct formulated for Regulating, Monitoring and reporting by Insiders under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.
- f) **“Company”** means Ram Ratna Wires Limited (“RRWL”).
- g) **“Compliance Officer”** means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of directors.
- h) **“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 the 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 recognized or authorized by the Board; or
- i. a banker of the company; or
- j. a concern, firm, trust, Hindu undivided family, company, or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest;

**(i) Dealing in Securities”** means an act of subscribing to, buying, selling or agreeing subscribe to, buy, sell, or otherwise deal in the securities of the Company either as a principal or an agent.

**(j) “Designated Persons”** means:

1. Members of the Board of Directors of the Company (executive, non-executive and independent, whether whole-time or not);
2. Promoters and members of Promoter Group of the Company;
3. Key Managerial Personnel and Senior Management (including Company Secretary, Chief Financial Officer, and Chief Executive Officer, if any);
4. All functional / departmental heads including Employees with designation “Vice President” and above;
5. All employees of the specified Departments viz Finance Department, Accounts, Secretarial and Legal Department (Manager and above) and any other as may be identified by the Company;
6. Secretaries/Executive Assistants reporting to the Chairman and/or the Managing Director/any Executive Director/CFO; and employees up to

two levels below Managing Director/any Executive Director/CFO;

7. Any support staff of the Company such as IT staff or secretarial staff, including part – time employees, secondees, interns, etc, who have access to unpublished price sensitive information as identified by the Company.
8. Such other officers / employees of the Company and its material subsidiaries as may be decided by the Board of Directors in consultation with the Compliance Officer / Managing Director from time to time, on the basis of their function and role in the organization.

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

- (k) **“Employee”** means every employee of the Company including the directors in the employment of the Company.
- (l) **“Generally available information”** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.
- (m) **“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.
- (n) **“Insider”** means any person who is: a connected person; or in possession of or having access to unpublished price sensitive information.
- (o) **“Insider Trading Regulations”** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.
- (p) **“Key Managerial Personnel”** shall have the meaning as specified under Companies Act, 2013, as amended and as defined under any other regulatory prescriptions.
- (q) **“Legitimate Purpose”** shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.
- (r) **“Promoter”** 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.

- (s) **"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;
- (t) **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof;
- (u) **"Takeover Regulations"** means the Securities and Exchange Board India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, or any modification thereof.
- (v) **"Trading"** means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- (w) **"Trading day"** means a day on which the recognized stock exchanges are open for trading.
- (x) **"Unpublished price sensitive information" ("UPSI")** shall have the meaning as defined in the Regulations, as per which, it means any information, relating to Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but is not restricted to, information relating to the following:
- i. financial results;
  - ii. dividends;
  - iii. change in capital structure;
  - iv. mergers, de-mergers, acquisitions, de-listing, disposals and expansion of business and such other transactions;
  - v. changes in key managerial personnel;

*Note- Words and expressions used and not defined in this Code but defined in the Regulations, Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 as amended and rules and regulations made there under shall have the meanings respectively assigned therein.*

## **1.6 ROLE OF A COMPLIANCE OFFICER**

The Company Secretary shall be the Compliance Officer for the purpose of this Code of Conduct and shall report to the Board of Directors and the Chairman of the Audit Committee at such frequency as may be stipulated by the Board of Directors but not less than once a year.

The Compliance Officer shall work under guidance of Managing Director and Chief Financial Officer with overall supervision of the Board of Directors and shall be responsible for ensuring compliance of this Code and to do all things as specified under the Regulations including maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive

Information, approval of Trading Plans, monitoring of trades, pre-clearing of all Designated Person's trades and the implementation of controls set out in the Regulations.

The Compliance Officer shall assist the Board of Directors in identifying the Designated Persons to be covered by the Code on the basis of their role and function in the Company and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation. Further Compliance officer shall assist all Designated Person in addressing any clarifications regarding the Regulations and the Code.

## **1.7 COMMUNICATION OR PROCUREMENT OF UPSI**

- (1) All information shall be handled within the Company on a need-to-know basis and no insider shall communicate, provide, or allow access to any UPSI relating to the Company or securities listed or proposed to be listed by the Company, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations in accordance with the Code of Practice And Procedures For Fair Disclosure Of Unpublished Price Sensitive Information.
- (2) No person shall procure from or cause the communication by any insider of UPSI, relating to the Company or securities listed or proposed to be listed by RRWL, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (3) The Board of directors has made a policy for determination of "legitimate purposes" as a part of "Codes of Fair Disclosure and Conduct."
- (4) Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an "insider" and due notice will be given to such persons to maintain confidentiality of such UPSI.
- (5) Notwithstanding anything contained herein, UPSI may be communicated, provided, allowed access to, or procured, in connection with a transaction that would:
  - (i) entail an obligation to make an open offer under the takeover regulations where the Board of Directors of RRWL is of informed opinion that the sharing of such information is in the best interests of the Company;
  - (ii) not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of RRWL is of informed opinion that sharing of such information is in the best interest of the Company and the information that constitutes UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the



Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

- (6) For purposes of point (5) above, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of the above point (5), and shall not otherwise trade in securities of the Company when in possession of UPSI.
- (7) The Board of Directors shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
- (8) The Board of Directors shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

## **1.8 RESTRICTION ON TRADING IN COMPANY'S SECURITIES**

No Insider shall trade in Company's Securities at any time when he/she is in possession of any UPSI.

*Note: When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.*

The restriction in clause (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 the Regulations and both parties had made a conscious and informed Trade decision;
- (b) a transaction carried out through block deal window mechanism between persons who were in possession of UPSI without being in breach of the Regulations and both parties had made a conscious and informed Trade decision;

- (c) a transaction carried out pursuant to statutory or regulatory obligation.
- (d) a transaction undertaken pursuant to the exercise of stock options and the exercise price is predetermined with applicable regulations; and
- (e) Trades pursuant to a Trading Plan (as defined below) set up in accordance with this Code and the Regulations

The exceptions mentioned above reflect the statutory exceptions in Regulation 4(1) of the Regulations, and nothing above shall preclude the prior approval or other requirements in relation to Trading in Company's Securities under the Code, as set out herein

## **1.9 CHINESE WALL**

To prevent the misuse of confidential information, the Company has laid down Chinese Walls procedures which separate those areas of the Company that routinely have access to confidential information, considered "inside areas" from those which deal with sale/marketing/investment advice or other departments providing support services, considered "public areas".

- (i) The employees in the inside area shall not communicate any UPSI to anyone in public area.
- (ii) Even on a particular side of the Chinese Wall, Unpublished Price Sensitive Information may not be shared among Designated Persons or any other recipient of such information, except on a need-to-know basis.
- (iii) In exceptional circumstances persons from Public Areas may be brought "over the wall" and given confidential information strictly on "need-to-know basis". Upon the transmission of UPSI in the foregoing manner, the relevant person from the public area, if not already a Designated Person, will be deemed to be a Designated Person and shall become bound by this Code.
- (iv) Crossing the Chinese Wall: To complete or assist in a particular mandate or assignment of an Inside Area of the Chinese Wall, assistance of Designated Persons in the Public Area may be required for discussion on or as a part of a team for such mandate or assignment. In such an instance, the Designated Persons in the Public Area would be considered as having "Crossed the Chinese Wall" and have come on the Inside Area of the Chinese Wall, only during the duration of the mandate/assignment. Approval of the Head of the concerned business must be obtained to Cross the Chinese Wall and such precautions taken, as may be stipulated. Such "crossing of Chinese Wall" should be reported to the Compliance Officer for his records.
- (v) Responsibilities post Crossing of the Wall: While any Designated Persons from the Public Area is in the Inside Area after having crossed the Chinese Wall, he shall strictly maintain the confidentiality of the transaction or UPSI and will be subject to general principles governing

confidentiality and the handling and use of UPSI.

- (vi) Persons crossing the Chinese Wall shall be provided with only such information as is reasonably necessary and appropriate for him to accomplish the purpose for which the Chinese Wall is crossed from the Public Area to the Inside Area.

#### **1.10 TRADING PLAN:**

- (i) An Insider shall be entitled to formulate a Trading Plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan subject to compliance of Code and the Regulations.
- (ii) Trading Plan shall:–
  - a) not entail commencement of trading on behalf of the Insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;
  - b) not entail overlap of any period for which another trading plan is already in existence;
  - c) set out following parameters for each trade to be executed:
    - 1. either the value of trade to be effected or the number of securities to be traded;
    - 2. nature of the trade;
    - 3. either specific date or time period not exceeding five consecutive trading days;
    - 4. price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade (price limit shall be rounded off to the nearest numeral), subject to the range as specified below:
      - **for a buy trade:** the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
      - **for a sell trade:** the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

*Note: Parameter 4 mentioned above shall be optional whereas parameters 1,2 and 3 shall be mandatory.*

- d) Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.
- e) not entail trading in securities for market abuse.

- (iii) The Compliance Officer shall review the Trading Plan to assess whether the plan would have any potential for violation of the 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.
- (iv) The pre-clearance of trades shall not be required for a trade executed as per the approved trading plan of the Company.
- (v) The trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.
- (vi) The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

Provided that the implementation of the trading plan shall not be commenced if any UPSI in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.

Provided further that if the insider has set a price limit for a trade under sub-clause (c) point 4 of sub-regulation (ii), the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

Procedure to be followed in the event of non-implementation of trading plan, in part or in full, due to either reason enumerated above in first proviso of Clause vi or failure of execution of trade due to inadequate liquidity in the scrip:

- the Insider shall intimate the Compliance Officer non-implementation of trading plan, in part or in full within 2 trading days from the conclusion of tenure of the Trading Plan with reasons thereof and supporting documents, if any.
- Upon receipt of information from the insider, the Compliance Officer shall assess the case and submit the information along with his recommendations to accept or reject the submissions of the Insider to the Audit Committee in the immediate next meeting to decide whether such non-implementation (full/partial) was bona-fide or not.
- The decision of the Audit Committee shall be notified by the Compliance officer on the same day to the stock exchanges on which the securities are listed and in case of the Audit Committee does not accept the submissions made by the Insider, appropriate action as per the Code shall be taken by the Compliance Officer.

- (vii) The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

### **1.11 TRADING WINDOW AND WINDOW CLOSURE**

- (i) The trading period during which the Company's securities can be traded is called trading window. The trading window shall be closed during the time the price sensitive information is un-published.
- (ii) The trading window shall, inter-alia, be closed at the time of:
  - (a) Declaration of Financial results—from the end of every quarter till 48 hours after the declaration of financial results.
  - (b) Declaration of dividends (interim or final)
  - (c) Change in capital structure
  - (d) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions.
  - (e) changes in key managerial personnel.
- (iii) The Compliance Officer shall also close the trading window when he determines that a designated person or class of designated persons can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such securities to which such UPSI relates.
- (iv) 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.
- (v) The Compliance Officer shall intimate the closure of trading window to all the Designated Persons of the Company.

### **1.12 PRE-CLEARANCE OF TRADES**

- i. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed and when in possession of any UPSI.
- ii. All designated persons who intend to deal in the securities of the Company (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 Lakhs (Rupees Five Lakh Only) shall

make an application for pre-clearance in the format set out in **Annexure A** to the Compliance Officer and also declare that the applicant is not in possession of UPSI.

- iii. All designated persons of the Company and their immediate relatives shall execute their trade in respect of securities of the Company within seven trading days after the approval of pre-clearance is given, failing which fresh pre-clearance would be needed for the trades to be executed. The Designated Person shall file within two Trading Days of the execution of the trade, the details of such trade with the Compliance Officer in the prescribed format set out in **Annexure A**. In case the transaction is not undertaken, a report to that effect shall be filed in the prescribed format set out in **Annexure A**.
- iv. Designated Persons who trades Securities of the Company shall not enter into a contra trade i.e. sell or buy any number of Securities of the Company during the next six months following the prior transaction, provided that this shall not be applicable for trades pursuant to exercise of stock options. The compliance officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund.

## CHAPTER 2 - DISCLOSURES & REPORTING

### 2.1 GENERAL

Apart from the restrictions mentioned in Chapter 1, RRWL is required to obtain certain disclosures as and when deemed fit, in such form as may be prescribed.

The disclosures to be made by any person under this Chapter shall also include those relating to such person's immediate relatives and any other person for whom such person takes trading decisions. The Company shall maintain such disclosures for a minimum period of five years, in such forms as may be specified by SEBI from time to time.

The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.

### 2.2 INITIAL DISCLOSURE

- (i) Every person on appointment as a key managerial personnel or a director of RRWL or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter in **Annexure B**.

### 2.3 CONTINUAL DISCLOSURE

- a) Every promoter, member of the promoter group, designated person and director of the Company shall disclose to the company in the format set out in **Annexure C**, the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified.
- b) RRWL shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.
- c) The above disclosures shall be made in such form and such manner as may be specified by SEBI from time to time.

### 2.4 DISCLOSURE BY OTHER CONNECTED PERSONS

The Compliance Officer at his discretion may require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of RRWL as and when he deems fit in order to monitor compliance with these regulations in the format set out in **Annexure D**.

## **2.5 DOCUMENTS TO BE SHARED BY DESIGNATED PERSON WITH COMPANY**

- i. All Designated Persons shall disclose the annual statement of all Securities of the Company held as on March 31 every year, in the format set out in **Annexure E** on or prior to April 25 of the next Financial Year.
- ii. Designated persons shall be required to disclose names and Permanent Account Number (PAN) 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 as prescribed in the Regulations and
  - 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.

*Note- The said Annexure B-D to this Code shall stand modified and / or substituted by the format as may be specified and notified by SEBI in accordance with the provisions of the SEBI (PIT) Regulations from time to time.*



## CHAPTER 3 - - PENALTY FOR CONTRAVENTION

### 3.1 PENALTY FOR CONTRAVENTION

- A. Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).
- B. Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action shall be taken against them by the Company after giving reasonable opportunity to them to show cause
- C. Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, etc. Any amount collected under this clause shall be utilized in the manner as provided in the Regulations.
- D. The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.
- E. If the Company becomes aware of any violation by the Designated Person and/or immediate relatives of Designated Persons of the Regulations, the Company shall promptly inform the stock exchange(s) where the concerned securities are traded of such violation in the format prescribed by SEBI.

### 3.2 INFORMATION TO SEBI IN CASE OF VIOLATION

Any individual can be an informant who voluntarily submits to SEBI a voluntary information disclosure form relating to an alleged violation of insider trading laws that has occurred, is occurring, or has a reasonable belief that it is about to occur in a manner provided. The informant should submit the information in the form prescribed given in the Regulations.

Employee who reports any alleged violations of insider trading laws in accordance with the Informant mechanism introduced in the Regulations, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination whether the information is considered or rejected by SEBI or he or she is eligible for a Reward under these regulations, by reason of:

- (i) filing a Voluntary Information Disclosure Form under these regulations;
- (ii) testifying in, participating in, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by SEBI; or
- (iii) breaching any confidentiality agreement or provisions of any terms and

conditions of employment or engagement solely to prevent any employee from cooperating with SEBI in any manner.

*Note: For the purpose of this clause, “Employee” means any individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under the Regulations and is a director, partner, regular or contractual employee, but does not include an advocate.*

### **3.3 POWER TO REMOVE DIFFICULTIES**

In order to remove any difficulties in the application or interpretation of this Code, the Compliance Officer shall have the power to issue clarifications which shall be binding on the Designated Persons and their immediate relatives.

### **3.4 AMENDMENTS**

- (i) Amendment required due to statutory modifications on account of change in law including clarifications issued under the PIT Regulations or modification required for clarification purposes shall be appropriately factored in the Code with the approval of the Chairman and Managing Director of the Company; and
- (ii) Amendment proposal not covered as per clause (i) above, shall be subject to approval of the Board of Directors of the Company.

### **3.5 COMMUNICATIONS**

For any assistance or clarifications, kindly contact the Compliance Officer of the Company at [investorrelations.rrwl@rrglobal.com](mailto:investorrelations.rrwl@rrglobal.com).

ANNEXURE A  
APPLICATION FOR PRE-CLEARANCE

Date:

To  
The Compliance Officer  
Ram Ratna Wires Limited  
Ram Ratna House, Victoria Mill Compound  
P.B. Marg, Worli, Mumbai 400013

Dear Sir,

Application for Pre-clearance of trade in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's code of Prevention of Insider Trading of Equity Shares of Ram Ratna Wires Limited, I, seek approval to purchase/ sale / subscription /pledge of \_\_\_\_\_ equity shares of the Company as per details given below:

1	Name of the applicant	
2	Designation	
3	Number of securities held as on date	
4	Folio No. / DP ID / Client ID No.)	
5	Proposed date of dealing in securities	
6	Estimated number of securities proposed to be acquired/subscribed/sold/ pledged	
7	Current market price (as on date of application)	
8	Whether the proposed transaction will be through stock exchange or off-market deal	

I hereby Undertakes and Confirm that:

- i. I am not in possession of any unpublished price sensitive information (“UPSI”) up to the time of signing this undertaking. In the event that I have access to or receive any UPSI after 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.
- ii. I and my immediate relatives have not contravened the Insider Trading Code of Conduct as notified by the Company from time to time.
- iii. I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company in case the above declarations are found to be misleading or incorrect at any time.
- iv. If approval is granted, I shall execute the deal within 7 trading days of the receipt of approval failing which I shall seek pre-clearance.
- v. I shall submit the necessary report within two trading days of execution of the transaction/a Nil report if the transaction is not undertaken.
- vi. I declare for my own and immediate relatives account that - In case of Buy, the securities have not been sold/pledged in previous 6 months and in case of sale/pledge, the said security has been held for a period of six months.
- vii. I agree to comply with the provisions of the Code and provide any information relating to the trade as may be required by the Compliance Officer and permit the Company to disclose such details to Stock Exchanges / SEBI, if so, required as per the Code and the SEBI Insider trading Regulations.
- viii. I have made full and true disclosure in the matter.

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

Name:

Date

#### AUTHORISATION OF TRADE

The above transaction has been authorized. Your trading must be completed within seven trading days from \_\_\_\_\_.

Please confirm this by completing the section below and returning this Form to us within 7 days of completion of transaction.

Date:

Compliance Officer

## CONFIRMATION OF TRADES

### FORMAT FOR DISCLOSURE OF TRANSACTIONS

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

To  
The Compliance Officer,  
Ram Ratna Wires Limited

Dear Sir,

I hereby inform that I

- have not bought / Pledged / sold / subscribed any securities of the Company
- have bought / Pledged / sold / subscribed to securities as mentioned below on (date)

Name of holder	Name of the Security	No. of securities dealt with	Bought/sold/subscribed	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (applicable in case of purchase / subscription).

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Yours truly

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

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

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

Employee Code: \_\_\_\_\_

\*Strike off whichever is not applicable.

**ANNEXURE A-1**

**RAM RATNA WIRES LIMITED**  
**“INSIDER TRADING – CODE OF CONDUCT”**

**[Refer Clause 2.5 of Chapter 2]**

**DISCLOSURE OF HOLDINGS IN SECURITIES OF RAM RATNA WIRES LIMITED BY  
DIRECTORS / DESIGNATED PERSONS**

Date:

To : Compliance Officer

From: Name of the Director / Employee:

Designation:

Employee No.:

Department & Unit:

Location:

PAN:

**I. DETAILS OF HOLDINGS BY DIRECTOR/DESIGNATED PERSON IN HIS OWN NAME  
(WHETHER SINGLY OR JOINTLY)**

All holdings in Securities of Ram Ratna Wires Limited as on 31<sup>st</sup> March, 20...

Securities held at 31 <sup>st</sup> March, 20..	Value in ₹*	Folio No./DP ID/ Client ID

\* Note:- Value in ₹ arrived after multiplication of Market price on \_\_\_\_\_, 20.. ₹\_\_\_ with number of shares held as on date.

**II. DETAILS OF DEALINGS & HOLDINGS BY IMMEDIATE RELATIVE(S) (WHETHER  
SINGLY OR JOINTLY)**

Securities held at 31 <sup>st</sup> March, 20..	Value in ₹	Folio No./DP ID & /Client ID

I declare that I have complied with the provisions of the Regulations and/or the Code.

I declare that above details are true, correct and complete in all respect.

Further attaching herewith details of Immediate Relatives as per Annexure I enclosed.

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

Name:

Designation:

Please sign and return even if you have nothing to declare.

**Annexure - I**

**List of Immediate Relatives and Persons with Material financial relationship# as on 31<sup>st</sup> March, 20..**

Relation*	Name	PAN	Contact No.
HUF			
Spouse			
Son			
Daughter			
Brother			
Sister			
Mother			
Father			

\*Any of whom is either dependent financially on designated person or consults in taking decisions relating to trading in securities with designated person.

#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 from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.

## ANNEXURE B

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/Promoter]  
[Refer Form B as per the Regulations]

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 or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ Promoter Group/ KMP /Directors/imm ediate relative to/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter/ Promoter Group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of security (For e.g. – 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 on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/member of the promoter group/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
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:



## ANNEXURE C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7(2) read with Regulation 6(2) – Continual disclosure]

Name of the company: \_

ISIN of the company:

Details of change in holding of Securities of Promoter, member of Promoter Group, Designated Person, or Director of a listed company and immediate relatives of such persons other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/ DIN, & address with contact nos.	Category of Person (Promoter / member of Promoter Group / Designated person / Directors / 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.)	Exchange on which the trade was executed
		Type of securities (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/sale/ Pledge / Revocation/ Invocation/ Others- please specify	Type of securities (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	From	To			



## ANNEXURE D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015[Regulation 7(3) – Transactions by Other connected persons as identified by the Company]

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

Name, PAN, CIN/ DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition / disposal		Securities acquired / Disposed				Securities held post-acquisition / disposal		Date of allotment advice / acquisition of shares / sale of shares specify		Date of Intimation to company	Mode of acquisition / Disposal (on market/ public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of securities (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others-please specify	Type of securities (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	From	To			

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

(ii) Value of transaction excludes taxes/brokerage/any other charges.

Details of trading in derivatives on the securities of the company 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: