

The Company Secretary, being the Compliance Officer shall report to the Board of Directors. He / she shall provide reports to the Chairman of the Audit Committee or to the Board once in every Quarter as stipulated by the Board.

Information relating to the Company shall be handled in the following manner:

- Not all information shall be made available to everyone in the organisation;
- Information shall be shared only on a need to know basis and if necessary the Company shall create e-mail groups to enable flow of information only to certain groups who have a need to know.
- All employees shall sign the Employee Proprietary and Inventions Agreement at the time of joining employment
- Employees should ensure that the information they receive is kept confidential and not shared with anyone unconnected to it.
- Employee shall also ensure that they obtain proper authority before divulging the information to unconnected persons.
- UPSI shall generally be made available only to the following persons: -
 - i. Managing Director;
 - ii. Board of Directors
 - iii. Key managerial personnel
 - iv. Officers, i.e, 3 tiers of the Company management which includes employees designated AGM and above, and all employees in the Accounts, Secretarial, Finance and Corporate Strategy department.
 - v. the above persons' relatives
- Chinese wall Procedures and processes:
 - 1) The Company operates within a secure registered domain within which the information systems resides
 - 2) All users are provided login and passwords to access the domain. The passwords are centrally controlled and enforces the users to change password periodically
 - 3) The Company has a secure firewall which prevents threats from the Internet. It also controls the flow of information to and from the outside world

- 4) All systems are protected with Antivirus system to prevent any loss or leakage of information as a result of virus infection
 - 5) To filter unsolicited emails that has the potential to carry malwares we have implemented Email gateways and spam filters
 - 6) Internet proxy servers are implemented for content filtering and preventing download of unsolicited data from internet which can carry threats
 - 7) Virtual Private Networks are implemented to implement travelling and overseas employees to securely access the organizations information systems.
 - 8) Internal Firewall systems have been implemented for controlled access to information systems and to route information securely within the Company and its various branches
 - 9) Access to all critical systems are provided only based on request and approvals
 - 10) Non-employees or third parties are required to sign an NDA before they are given access to information systems
 - 11) Information Assets are allocated only after the employee's signs an undertaking which stipulates the code of conduct for usage of such assets
- The following employees and connected persons are designated as "**Designated Persons**"
 - i. Managing Director;
 - ii. Board of Directors
 - iii. Key managerial personnel
 - iv. Officers, i.e, 3 tiers of the Company management which includes employees designated AGM and above, and all employees in the Accounts, Secretarial, Finance and Corporate Strategy department.
 - v. the above persons 'relatives

These designated persons are likely to be in possession of UPSI, hence they will governed by the following Internal Code of Conduct governing dealing in securities. The Board may in consultation with the Company Secretary, add or delete from the list above persons to be covered as designated persons on the basis of their role and function in the Company, having due regard to the access that such role and function would provide to UPSI in addition to seniority and professional designation.

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- The designated persons may trade in the Company's securities only if they are in compliance with the Regulations. The Company Secretary shall have the authority to open or close the trading window. If the Company Secretary determines that one or more designated persons can reasonable be expected to have possession of UPSI he/she shall close the trading window in relation to the securities to which such UPSI. Designated persons and their immediate relatives shall not trade in Company's securities when the trading window is closed.
- The timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the UPSI 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. 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.
- Trading by designated persons when the trading window is open is subject to Company Secretary's clearance. No designated person shall apply for pre - clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed.
- The Company Secretary shall confidentially maintain a list of such securities as a "Restricted List" which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.
- Prior to approving any trades, the Company Secretary shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any UPSI. He/she shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- Trades that have been pre-cleared by the Company Secretary shall be completed by the designated persons within 7 trading days. If the designated persons were unable to trade within the 7 trading days, fresh pre-clearance has to be obtained.
- For a period of six months from the date a designated person is permitted to trade, he/she shall not execute a trade without paying for it. The company secretary may relax this condition for reasons to be recorded in writing and without violating the Regulations. If the designated person indulges in a contra trade, the profits from it will be surrendered to the board for credit to the investor protection and education fund administered by SEBI.

- The formats as in Annexures A to D shall be used to monitor compliance with the Regulations. The Company Secretary shall obtain declaration as in Annexure D when the designated persons and their relatives trades in the securities of the Company in one transaction or a series of transactions over any calendar quarter, aggregate to a traded value in excess of Rs.10 Lakhs .
- Any violation of this Code of Conduct shall be construed as a misconduct and appropriate disciplinary action will be initiated for any contravention in accordance with the following:
 - Contravention committed for the first time – Warning letter will be issued
 - Contravention committed for the second time – 50% of the monthly wages shall be frozen. (month in which the contravention was committed)
 - Contravention for the third time – Will lead to suspension from service for One Month.
 - Contravention for the fourth time – May lead to termination of employment.
- The Board of Directors shall promptly inform SEBI if there has been any violation of these regulations

Definitions:

- **UPSI:** information about company not generally available and which if available will materially affect the price of securities, not limited to, financial results, dividends, change in capital structure, mergers, de-mergers, acquisitions, de-listings, disposals, expansion of business, changes in Key Managerial Personnel, material events as in listing agreement.
- **Regulations:** SEBI (Prohibition of Insider Trading) Regulations 2015
- **Key Managerial Personnel:** Managing Director, Chief Financial Officer & Company Secretary

ANNEXURE – A

SEBI (Prohibition of Insider Trading) Regulations, 2015

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APPLICATION FOR PRE-CLEARANCE OF TRADE IN COMPANY'S SECURITIES

| | | |
|---|--|---|
| 1 | Name of the Designated Person | |
| 2 | Position held in the organisation | |
| 3 | Date of Application | |
| 4 | Whether the Designated Person is in possession of Unpublished Price Sensitive Information of the Company | YES / NO |
| 5 | Company's securities proposed to be traded | EQUITY SHARES / PREFERENCE SHARES |
| 6 | Nature of trade | BUY / SELL/ DEAL/ SUBSCRIBE/ AGREEING TO BUY, SELL, DEAL, SUBSCRIBE |
| 7 | No. of securities proposed to be traded | |
| 8 | Value of the proposed trade | |

I hereby declare that the above particulars are true. I agree not to indulge in any trade without paying for it for a period of Six months from the date the Company Secretary provides the clearance. My relatives and I shall not trade in the Company's Securities when the trading window is closed. I agree to execute the trade within 7 trading days from the date my proposed trades are pre-cleared by the Company Secretary.

Signature:

Date:

Place:

***UPSI – Unpublished Price Sensitive Information**

ANNEXURE – B

SEBI (Prohibition of Insider Trading) Regulations, 2015

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FORMAT FOR REPORTING OF EXECUTION OF TRADES IN COMPANY'S SECURITIES

| | | |
|---|--|---|
| 1 | Name of the Designated Person | |
| 2 | Position held in the organisation | |
| 3 | Date of Notification | |
| 4 | Whether the Designated Person is in possession of Unpublished Price Sensitive Information of the Company | YES / NO |
| 5 | Company's securities traded | EQUITY SHARES / PREFERENCE SHARES |
| 6 | Nature of trade | BUY / SELL/ DEAL/ SUBSCRIBE/ AGREEING TO BUY, SELL, DEAL, SUBSCRIBE |
| 7 | No. of securities traded | |
| 8 | Value of the trades | |
| 9 | Date of trade | |

I hereby declare that the above particulars are true.

Signature:

Date:

Place:

***UPSI – Unpublished Price Sensitive Information**

ANNEXURE – C

SEBI (Prohibition of Insider Trading) Regulations, 2015

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**FORMAT FOR REPORTING DECISION NOT TO TRADE AFTER SECURING PRE –
CLEARANCE AND REASONS FOR NOT TRADING AFTER SECURING PRE –
CLEARANCE**

| | | |
|----|--|---|
| 1 | Name of the Designated Person | |
| 2 | Position held in the organisation | |
| 3 | Date of Notification | |
| 4 | Whether the Designated Person is in possession of Unpublished Price Sensitive Information of the Company | YES / NO |
| 5 | Company's securities that were proposed to be traded | EQUITY SHARES / PREFERENCE SHARES |
| 6 | Nature of trade | BUY / SELL/ DEAL/ SUBSCRIBE/ AGREEING TO BUY, SELL, DEAL, SUBSCRIBE |
| 7 | No. of securities that were proposed to be traded | |
| 8 | Value of the proposed trade | |
| 9 | Date of securing pre – clearance | |
| 10 | Reasons for not executing trade after securing pre - clearance | |

I hereby declare that the above particulars are true.

Signature:

Date:

Place:

FORM C



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

Policy Number :
PO/COR/SEC/10/R00
Date of Creation: 30/10/2015
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**Securities and Exchange Board of India (Prohibition of Insider Trading)
Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2)]**

Name of the company: ELGI EQUIPMENTS LIMITED

ISIN of the company: INE285A01027

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 No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos | Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.) | Securities held prior to acquisition/disposal | | Securities acquired/Disposed | | % of shareholding | | Date of allotment advice/ acquisition of shares/ sale of shares specify | | Date of intimation to company | Mode of acquisition (market purchase/public rights/preferential offer / off market/ Inter-se transfer etc. | Trading in derivatives (Specify type of contract, Futures or Options etc) | | | | Exchange on which the trade was executed | | |
|---|---|---|----|------------------------------|----|-------------------|------------------|---|----|-------------------------------|--|---|-----------------|-------|-----------------|--|--|--|
| | | Type of security | No | Type of security | No | Pre transaction | Post transaction | From | To | | | Buy | | Sell | | | | |
| | | | | | | | | | | | | Value | Number of units | Value | Number of units | | | |
| | | | | | | | | | | | | | | | | | | |

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

Signature:

Designation:

Date:

Place:

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