



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

(Framed on 01st April, 2023)

PREAMBLE

In terms of Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of every listed company and market intermediary shall formulate a Code of Conduct to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with these regulations, adopting the minimum standards set out in Schedule B to the said regulations, without diluting the provisions of these regulations in any manner.

THE CODE AND OBLIGATIONS

To achieve the objectives of this Code, Khazanchi Jewellers Limited (herein after referred to as “the Company”) hereby notifies that this code of conduct shall be followed by all promoters, directors, key managerial personnel, employees and connected persons.

The Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every promoter, director, key managerial personnel, employee of the Company and any connected person has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the company. No such person may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

DEFINITIONS

- (1) “**Act**” means the Securities and Exchange Board of India Act, 1992;
- (2) “**Board**” means the Board of Directors of Khazanchi Jewellers Limited;
- (3) “**Code**” means the Khazanchi Jewellers Limited (Insider Trading) Code, 2015, as amended;
- (4) “**Compliance Officer**” means the Company Secretary of the Company who is financially literate and is capable of appreciating requirements for legal and regulatory

compliance under the Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and implementation of the codes specified under the SEBI Regulations under the overall supervision of the Board.

(5) **“Connected persons”** mean-

(i) any person who is or has during the six months prior to the concerned act been associated with the 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 UPSI 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 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;

(6) **“Designated Persons”** mean-

(a) All Directors

(b) CEO and Employees upto two levels below CEO of the Company and its Material Subsidiaries irrespective of their functional role in the Company or ability to access to UPSI;

(c) Key executives in the Finance and Secretarial Department located at Accounts / Corporate office of the Company

(d) Statutory Auditors / Internal Auditors

(e) Any other employees and their dependents, as may be identified by the Compliance Officer who are privy to any price sensitive information.

(f) Employees of Material Subsidiaries of the Company designated on the basis of their functional role or access to UPSI by their Board;

(g) Any support staff of the Company such as IT Staff, Secretarial Staff who have access to UPSI;

(h) Immediate Relatives of persons mentioned in Clause (a) to (g).

(7) **“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 said Regulations and is a director, partner, regular or contractual employee, but does not include an advocate.

(8) **“Fiduciaries”** means Professional Firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks, etc., assisting or advising the Company shall be collectively referred to as Fiduciaries for the purpose of these regulations.

(9) **“Generally available information”** means the information which is available on Company’s website and disclosures made to Stock Exchanges and official press releases made by the Company;

(10) **“Legitimate Purpose”** shall include sharing of UPSI 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 and such other category of persons that the Board of Directors may specify, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

(11) **“Insider”** means any person who is a Connected Person or in possession or having access to UPSI. Persons receiving UPSI for Legitimate Purpose will also be considered as an Insider.

(12) **“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.

(13) **“Informant”** means an individual(s), who voluntarily submits to the Board 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 under these regulations, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a reward.

(14) **“Irrelevant, Vexatious and Frivolous Information”** includes, reporting of information which in the opinion of the Board-

(i) Does not constitute a violation of insider trading laws; or

(ii) Is rendered solely for the purposes of malicious prosecution; or

(iii) Is rendered intentionally in an effort to waste the time and resource of the Board.

(15) **“Officer of the Company”** means any person as defined in of Section 2(59) of the Companies Act, 2013 and includes the auditor of the Company.

(16) **“Original Information”** means any relevant information submitted in accordance with the said Regulations pertaining to any violation of insider trading laws that is:

- (i) derived from the independent knowledge and analysis of the Informant;
- (ii) not known to the Board from any other source, except where the Informant is the original source of the information;
- (iii) is sufficiently specific, credible and timely to – (1) commence an examination or inquiry or audit; (2) assist in an ongoing examination or investigation or inquiry or (4) inquire into a different conduct as part of an ongoing examination or investigation or inquiry or audit directed by the Board;
- (iv) not exclusively derived from an allegation made in a judicial or administrative hearing, in a Governmental report, hearing, audit or investigation, or from the news media, except where the Informant is the original source of the information; and
- (v) not irrelevant or frivolous or vexatious.

(17) **“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.

(18) **“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.

(19) **“Regulations”** shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

(20) **“Securities and Exchange Board of India or SEBI”** means the Statutory Body established under SEBI Act, 1992.

(21) **“Securities / Shares” or “Securities of the Company”** shall include shares, scrips, stock, bonds, debentures, debenture stock and other derivative instruments which are listed on Stock Exchange(s).

(22) **“Trading”** means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly.

(23) **“Trading Day”** means a day on which the recognized stock exchanges are open for trading.

(24) **"Unpublished price sensitive information (UPSI)"** means any information, relating to a 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 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, delisting, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and
- (vi) such other information as determined by the Board of Directors / Chief Executive Officer / Chief Operating Officer / Chief Financial Officer / Compliance Officer, from time to time.

(25) **"Unpublished Information"** means any information, which is not officially published by the Company or its agent and is not specific in nature. However, speculative reports in print or electronic media by an analyst or reporter or by means of rumour shall not be considered as published information.

Words and expressions used and not defined in this Code but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulations) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and the Rules and Regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

INFORMATION TO BE SHARED ON NEED TO KNOW BASIS

All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

All the Employees and connected persons designated on the basis of their functional role ("designated persons") in the organisation shall be governed by an internal code of conduct governing dealing in securities. The board of directors shall in consultation with the compliance officer specify the designated persons to be covered under the code on the basis of their role and function in the organisation.

Unpublished Price Sensitive Information is to be handled on a "need to know" basis, i.e., Unpublished Price Sensitive Information should be disclosed only to those within the company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of information.

LIMITED ACCESS TO CONFIDENTIAL INFORMATION

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc. Files containing confidential information should be deleted / destroyed after its use. Shredder should be used for the destruction of physical files.

RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

An Insider shall not, directly or indirectly,–

- i. Trade in securities of the Company that are listed or proposed to be listed when in possession of UPSI;
- ii. Trade in securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI.
- iii. Provide advise/tips to any third party on trading in Company's securities while in possession of UPSI and

An insider who has ceased to be associated with the Company shall not, for a period of six months from date of such cessation, directly or indirectly trade in the Company's Securities while in possession of UPSI.

Trading in Securities of other companies. No Insider may, while in possession of unpublished price sensitive information about any other public company gained in the course of employment with the Company, (a) trade in the securities of the other public company, (b) "tip" or disclose such material non-public information concerning that company to anyone, or (c) give trading advice of any kind to anyone concerning the other public company.

No Insider may take positions in derivative transactions in the securities of the Company at any time. The restriction in 4(i) above may not apply to:

- a) A transaction that is an off-market inter-se transfer between Insiders who were in possession of the same UPSI without being in breach of these Rules and both parties had made a conscious and informed trade decision; and
- b) Trades pursuant to a Trading Plan set up in accordance with these Rules and SEBI Regulations.

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

TRADING WINDOW

1) The Compliance Officer shall notify a 'trading window' during which the Designated Persons may Trade in the Company's securities after securing pre-clearance from the Compliance Officer in accordance with these Rules. The competent authority for pre-clearing the Trade of Compliance Officer shall be Board.

2) Designated Persons shall not Trade in the Company's securities when the trading window is closed.

3) The trading window shall generally be closed for all Insiders between the twentieth day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after disclosure of such financial results.

4) Additionally, the trading window shall be closed in particular for a Designated Person or class of Designated Persons when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI, for such periods as determined by the Compliance Officer. Designated Person or class of Designated Persons will receive a notification on such special blackout periods.

5) The trading window may be re-opened after closure, not earlier than 48 hours after the UPSI in question becomes generally available.

6) The trading window restriction shall not apply for below cases;

i. off-market, *inter-se* transfer between insiders who were in possession of the same UPSI without violating the policy and both parties had made a conscious and informed trade decision.

ii. transaction carried out through the block deal window mechanism between persons who were in possession of the UPSI without violating the policy and both parties had made a conscious and informed trade decision

iii. transaction carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

iv. Transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

- v. Trades executed as per the trading plan set up in accordance with the policy.
- vi. Pledge of shares for a bona fide purpose such as raising of funds, subject to pre-clearance by the compliance officer.
- vii. Transactions undertaken in accordance to respective regulations made by SEBI, such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer.
- viii. in the case of non-individual insiders: –

(a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and

(b) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

PRE-CLEARANCE OF TRADES

- (i) All Directors, Key Managerial Personnel and Designated Persons of the Company who intend to deal in the securities of the Company during the period when the trading window is open, then they shall pre-clear the transactions as per the pre-dealing procedure as described hereunder.
- (ii) An application for pre-clearance of trade may be made in **Form 'P-1'** to the Compliance Officer.

(iii) 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.

(iv) The compliance officer 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 preclearance of trades.

(v) Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

(vi) The Compliance Officer shall on receiving an application provide the Director, Officer, Designated Employee with an acknowledgement on the duplicate of the application.

(vii) The Compliance Officer shall grant approval within 2 days from the date of acknowledgement.

(viii) The Compliance Officer shall retain copies of all applications and acknowledgements.

(ix) In exceptional circumstances consent may not be given if the Compliance officer is of the opinion that the proposed deal is on the basis of possession of any unpublished Price sensitive information. There shall be no obligation to give reasons for any withholding of consent.

(x) If so requested by the Compliance Officer, Director, Officer, Designated Person must ensure that his stockbroker is authorised to disclose to the Company all matters relevant to his share dealings.

(xi) The designated person who is permitted to trade shall not execute a contra trade within a period of six months. The compliance officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing in this regard provided that such relaxation does not violate these regulations. An application for the same shall be made to the Compliance Officer in prescribed format. 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 the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

(xii) A Designated Person who Trades in securities of the Company without complying with the pre-clearance procedure as envisaged in these Rules or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to the penalties as envisaged in these Rules.

TRADING PLANS

(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.

(ii) Such trading plan shall:—

- (a) not entail commencement of trading on behalf of the insider 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 the 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.

(iv) The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information 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 and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid a violation of sub-clause (i) of clause 5.

(v) Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

Initial Disclosures: Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter 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.

a. Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:

- immediate relatives
- persons with whom such designated person(s) shares a material financial relationship
- 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.

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.

b. Every company 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.

Explanation. — It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause (a) of sub-regulation (2).

2. Disclosure to the Stock Exchange:

The Compliance Officer shall notify the stock exchanges, particulars of the Trades, within two trading days of the receipt of the Continual Disclosure or from becoming aware of such information.

3. Disclosures by other Connected Persons.

The Compliance Officer may, require any other Connected Person to disclose the holdings and trading in securities of the Company at such frequency as he may determine.

4. All Designated Persons must make an annual disclosure of the number of Securities of the company held as on 31st March each year by them including details of purchase/sale of Securities of the Company during the financial year to the Compliance Officer. This disclosure must be made within 30 (thirty) days from the close of each financial year.

RECORDS OF DISCLOSURES RECEIVED BY THE COMPANY

The Compliance officer shall maintain records of all the disclosures, declarations in the appropriate form given by the Promoters, Directors, Key Managerial Personnel, Designated Persons for a minimum period of five years.

The Compliance officer shall place before the Chairman / Managing Director, all the details of the dealing in the securities by the Promoters, Directors, Key Managerial Personnel, Designated Persons of the company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this code, upon the receipt of the same.

STRUCTURED DIGITAL DATABASE (SDD)

The Board shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under SEBI (PIT) Regulation along with the Permanent Account Number or any other

identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. Even if the UPSI is shared only within the Company, then also Company is required to maintain this structured digital database. If Nominee Directors shares UPSI for legitimate purpose with the Bank/FIs, it would be considered as communication of UPSI. Accordingly, the same would be recorded in the SDD of the Company

PENALTY FOR INSIDER TRADING

- 1) An Insider who acts in contravention of these Rules shall be liable to have his services or relationship with the Company, as the case may be, terminated.
- 2) Directors, Officers and employees of the Company who violate these rules shall be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, claw back etc. and ineligibility for future participation in the Company's stock option plans or termination.
- 3) The SEBI or any other appropriate regulatory authority may also be informed of the violation of these Rules so that appropriate action may be taken.

AMENDMENT

The Company is committed to continuously reviewing and updating its policies, and the Company therefore reserves the right to amend this Policy at any time, for any reason, subject to applicable law.

These Rules are subject to the applicable prevailing law in relation to prevention of Insider Trading and if there is any inconsistency between any of the provisions of these Rules and applicable law, the applicable law shall prevail.

FOR APPLICATION FOR PRE-CLEARANCE APPROVAL

Date: _____

To

The Compliance Officer

Khazanchi Jewellers Limited

No. 130, N.S.C. Bose Road, Chennai -600079

Dear Sir / Madam,

Re : Application for Pre-clearance approval in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Insider Trading Policy, I seek approval to purchase/sell/subscribe Equity Shares of the Company as per details given below

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

I am enclosing the form of Undertaking duly signed by me.

Yours faithfully,

FORMAT FOR UNDERTAKING
[TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE]

To,
Compliance Officer
Khazanchi Jewellers Limited
No. 130, N.S.C. Bose Road, Chennai -600079

Dear Sir,

Sub. : Application for Pre Clearance of trade

I, _____, _____ of the
Company residing at _____, am
desirous of dealing in _____ (Indicate number of shares) shares of the Company
as mentioned in my application dated _____ for pre-clearance of the transaction.

Further I undertake and confirm that:

- a. I do not have any access to nor in receipt of any “Price Sensitive Information” upto the time of signing this under taking.
- b. In case I get access to or receive any “Price Sensitive Information” subsequent to the signing of this undertaking but prior to the execution of the transaction I shall inform you of the change in my position and that I would completely refrain from dealing in the securities of the Company till the time such information becomes public.
- c. I have not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
- d. I undertake to submit the necessary report within two days of execution of the transaction / a ‘Nil’ report if the transaction is not undertaken.
- e. If approval is granted, I shall execute the trade within seven days of the receipt of approval failing which I shall seek pre-clearance afresh.
- f. I have made full and true disclosure in the matter.

Thanking you,
Date:

Signature

FORMAT FOR PRE- CLEARANCE ORDER

To

Name: _____

Designation: _____

Address/Place: _____

This is to inform you that your request for dealing in _____ (Nos.) shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,

For Khazanchi Jewellers Limited

Compliance Officer

Date: _____

Encl: Format for submission of details of transaction.

**FORMAT FOR DISCLOSURE OF TRANSACTIONS EXECUTED / NOT
EXECUTED AFTER OBTAINING PRE-CLEARANCE
(To be submitted within 2 days of transaction / dealing in securities of the
Company)**

To

The Compliance Officer

Khazanchi Jewellers Limited

No. 130, N.S.C. Bose Road, Chennai -600079

With reference to trading approval granted by the Company to me on _____,
I hereby inform that-

- I have not bought / sold/ subscribed any securities of the Company
- I have bought/sold/subscribed to _____ securities as mentioned below on ____ (date

Name of holder	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).

(Note: After pre-clearance, if the Designated Person opts not to trade in securities should enclose the reasons for taking such decision along with this form.)

Date : _____

Signature : _____

Name : _____

Designation: _____

INFORMATION PURSUANT TO CLAUSE VII(8) OF THE CODE

To
The Compliance Officer
Khazanchi Jewellers Limited
No. 130, N.S.C. Bose Road, Chennai -600079

In compliance of Clause 14 of the Schedule B of PIT Regulations and Code on sharing of Unpublished Price Sensitive Information [UPSI] for Legitimate purpose:

Sr. No.	Name of the person	Relationship (Self/ Immediate Relative/ material relationship)	Permanent Account Number or any other identifier authorized by law	Contact details (Phone, Mobile No. and Email ID)

I _____, hereby undertake that the aforementioned information provided by the undersigned above is true and to the best of my knowledge. The information is provided in compliance with Clause VII(8) of the Code and as per the Schedule B of the Regulations. The undersigned is being made aware that the above information will be kept strictly confidential and will not be shared except under the following circumstances:

- (a) Under any proceedings or pursuant to any order of courts or tribunals;
- (b) For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law; and
- (c) In compliance with applicable laws, regulations, rules and requirements;

Date: _____

Signature : _____

Name: _____

Designation: _____

Report by (Name of the Listed Company / Intermediary / Fiduciary) for violations related to Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015

[For Intermediaries / Fiduciaries: Schedule C read with Regulation 9(1) and 9(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

S.No.	Particulars	Details
1.	Name of the Listed Company / Intermediary / Fiduciary	
2.	<i>Please tick appropriate checkbox</i>	
	Reporting in capacity of	
	<input type="checkbox"/> Listed Company	
	<input type="checkbox"/> Intermediary	
	<input type="checkbox"/> Fiduciary	
3.	A. Details of Designated Person (DP)	
	(i) Name of the DP	
	(ii) PAN of the DP	
	(iii) Designation of DP	
	(iv) Functional Role of DP	
	(v) Whether DP is Promoter or belongs to Promoter Group	
	B. If Reporting is for immediate relative of DP	
	(i) Name of the immediate relative of DP	
	(ii) PAN of the immediate relative of DP	
	C. Details of transaction(s)	
	(i) Name of the scrip	
	(ii) No. of shares traded and value (Rs.) (Date-wise)	
	D. In case value of trade(s) is more than Rs.10 lacs in a calendar quarter	
	(i) Date of intimation of trade(s) by concerned DP / Director / Promoter / Promoter Group to Company under Regulation 7 of SEBI (PIT) Regulations, 2015	
	(ii) Date of intimation of trade(s) by Company to Stock Exchanges under Regulation 7 of SEBI (PIT) Regulations, 2015	
4.	Details of violations observed under Code of Conduct	
5.	Action taken by Listed Company / Intermediary / Fiduciary	
6.	Reasons recorded in writing for taking action stated above	
7.	Details of the previous instances of violations, if any, since last financial year	
8.	If any amount collected for Code of Conduct violation(s)	
	(i) Mode of transfer to SEBI – IEPF (Online / Demand Draft)	
	(ii) Details of transfer / payment	
	• In case of online:	
	Particulars	Details
	Name of the Transferor	
	Bank Name, branch and Account Number	
	UTR / Transaction Reference Number	
	Transaction Date	

		Transaction Amount (in Rs.)	
		• In case of Demand Draft (DD):	
		Particulars	Details
		Bank Name and branch	
		DD Number	
		DD Date	
		DD Amount (in Rs.)	
9.		Any other relevant information	

Yours faithfully

Signature:

Name of Compliance Officer:

PAN:

Email ID:

Date:

Place:

FORM A

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(1)(a) read with Regulation 6(2)]**

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 relatives / others, etc.)	Securities held as on the date of regulation coming into force		% of Share-holding	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	
		Type of Security (For eg. – Shares, Warrants, Convertible Debentures, etc.)	Number		Number of Units (Contracts* lot size)	Notional value in Rupee terms	Number of Units (Contracts* lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7	8	9

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

Signature:	
Designation:	
Date:	
Place:	

FORM B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7(1)(b) read with Regulation 6(2)]

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 relatives / others, etc.)	Date of appointment of Director / KMP or Date of becoming Promoter	Securities held as at the time of becoming Promoter / appointment of Director / KMP		% of Share-holding	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	
			Type of Security (For eg. – Shares, Warrants, Convertible Debentures, etc.)	Number		Number of Units (Contracts* lot size)	Notional value in Rupee terms	Number of Units (Contracts* lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7	8	9	10

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

Signature:	
Designation:	
Date:	
Place:	

FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7(2) read with Regulation 6(2)]

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 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
								Buy	Sell							
		Type of Security (For eg. – Shares, Warrants, Convertible Debentures , etc.)	Number	Type of Security (For eg. – Shares, Warrants, Convertible Debentures , etc.)	Number	Pre transaction	Post transaction	From	To			Value	Number of units (contracts* lot size)	Value	Number of units (contracts* lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

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

Signature:	
Designation:	
Date:	
Place:	