



# *Mini Diamonds (India) Ltd.*

DW-9020 Bharat Diamond Bourse, Bandra Kurla Complex, Bandra- East, Mumbai – 400051.  
Email: accounts@minidiamonds.net Phone: 022 4964 1850, CIN: L36912MH1987PLC042515

## **CODE OF CONDUCT FOR PREVENTION OF INTERNAL TRADING**

### **PREAMBLE**

As per the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, (hereinafter referred to as “the Regulations”), under the powers conferred on it under the SEBI Act, 1992, it is mandatory for every listed company, intermediary, fiduciary and any other person who is required to handle UPSI in the course of business operations to formulate a Code of Conduct for Prevention of Insider Trading. The objective of the Code is to regulate, monitor and report trading by Designated persons and immediate relatives of Designated persons and other Connected Persons towards achieving compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015. In addition, every company whose Securities are listed on a stock exchange, is also required to formulate a Code of Practices and Procedures for fair disclosure of UPSI (hereinafter referred to as “Code of Fair Disclosure”).

This Code shall apply to all Designated Persons and immediate relatives of Designated Person and other Connected Persons mentioned in this Code and shall be effective with effect from April 01, 2019.

This Code is reviewed and approved by the Board of Directors of the Company at its meeting held on February 13, 2025.

### **DEFINITIONS**

- i. **“Act”** means the Securities and Exchange Board of India Act, 1992, as amended from time to time.
- ii. **“Audit Committee”** means the Audit Committee of the Board of the Company.
- iii. **“Board”** means the Board of Directors of the Company.
- iv. **“Code”** shall mean the Insider Trading Code for Regulation, Monitoring and Reporting of Trading by insiders and Code of Fair Disclosure of Mini Diamonds (India) Limited as amended from time to time.
- v. **“Company”** means Mini Diamonds (India) Limited.
- vi. **“Compliance Officer”** means any senior officer, designated so and reporting to the board of directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board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 of the listed company;



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Explanation: “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e., balance sheet, profit and loss account, and statement of cash flows.

- vii. **“Connected Person”** shall have the meaning given to it under Regulation 2(d) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
- viii. **“Dealing in Securities”** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.
- ix. **“Designated Person(s)”** shall mean persons designated by the Board in consultation with the Compliance Officer, who are covered under the Code on the basis of their role and function in the Company and the access that role and function provides to UPSI in addition to seniority and professional designation and shall include:
  - a. all Directors
  - b. all promoters of Company and promoters who are individuals or fiduciaries
  - c. any other employee of the Company designated on the basis of their functional role by the Board of Directors in consultation with the Compliance officer, from time to time.
  - d. all Key Managerial Personnel;
  - e. Chief Executive Officer and all Employees of the Company who are upto two levels below the Chief Executive Officer of the Company, Fiduciary and its material subsidiaries, irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
  - f. functional or departmental heads of the Company, by whatever name called, who are not covered in (e) above and who have access to Unpublished Price Sensitive Information above the level of Senior Vice President by whatever name called;
  - g. all employees of the Company in finance, accounts, legal, MIS and secretarial department;
  - h. support staff of the Company such as IT staff or secretarial staff including part – time employees, interns, secretaries etc. who have access to Unpublished Price Sensitive Information;
  - i. Employees of such listed company, intermediary or fiduciary designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors or analogous body
  - j. Employees of material subsidiaries of such listed companies designated on the basis of their functional role or access to unpublished price sensitive



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information in the organization by their board of directors

- k. Any other person, as may be designated or notified by the Company from time to time for meeting the objectives of the Code;
- l. Immediate relatives of (a) to (g).
- x. **"Director"** means a member of the Board of Directors of the Company.
- xi. **"Disciplinary Action"** means any punitive action taken by the Company, including but not limited to wage freeze, suspension or termination of employment or exclusion for future participation in any employee stock option plans of the Company.
- xii. **"ESOP"** means any employee stock option plans or scheme for the benefit of employees of the Company.
- xiii. **"Employee"** means every employee of the Company including the Directors in the employment of the Company.
- xiv. **"Financial Results"** means the quarterly, half yearly and annual financial statements of the Company.
- xv. **"Fiduciaries"** means professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising the Company.
- xvi. **"Generally available information"** means information that is accessible to the public on a non- discriminatory basis.
- xvii. **"Intermediary"** means an intermediary registered with SEBI.
- xviii. **"Immediate Relative"** means a spouse of the 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.
- xix. **"Insider"** means any person who is:
  - a. a connected person; or
  - b. in possession of or having access to unpublished price sensitive information.
- xx. **"Insider Trading"** means use of Unpublished Price Sensitive Information by an Insider to engage in dealing in securities of the Company.
- xxi. **"Key Managerial Person"** means person as defined in Section 2(51) of the Companies Act, 2013.



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- xxii. **“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.
- xxiii. **“Officer”** includes any Director, Manager or Secretary or any person in accordance with whose directions or instructions the Board of Directors of the Company or any one or more of the Directors is or are accustomed to act including an auditor.
- xxiv. **“Option”** means the right to subscribe for, or purchase, or otherwise receive any equity shares of the Company or other Security Convertible into, or exchangeable into, or exercisable for, any equity shares of the Company.
- xxv. **“Promoter” and “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.
- xxvi. **“Prohibited period”** means the period of time when the Trading Window is closed and as specified in this Code of Conduct.
- xxvii. **“SEBI”** means the Securities and Exchange Board of India
- xxviii. **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund;
- xxix. **“Specified Persons”** shall include the Directors, Connected Persons, the Insiders, the Designated Employees, Promoters and their immediate relatives collectively.
- xxx. **“Takeover Regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- xxxi. **“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.
- xxxii. **“Trading Day”** means a day on which the recognized stock exchanges are open for trading.
- xxxiii. **“Unpublished Price Sensitive Information/ UPSI”** means any information, relating to a Company or its Securities, directly or indirectly, that is not generally



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available which upon becoming generally available, is likely to materially affect the price of Securities of the Company and shall, ordinarily include but not be restricted to, information relating to the following:

- (a) financial results;
- (b) dividends;
- (c) change in capital structure;
- (d) mergers, de-mergers, acquisitions, delisting's, disposals and expansion of business and such other transactions; and
- (e) changes in key managerial personnel;

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

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made there under shall have the meanings respectively assigned to them in those legislation.

## **CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**

Pursuant to the provision 9(1) of the Regulations, the board of directors of the Company has formulated the code of conduct for prevention of Insider Trading with the Board's approval, to regulate, monitor and report trading by its designated persons and their immediate relatives towards achieving compliance with these regulations, adopting the minimum standards set out in Schedule B to the regulations, without diluting the provisions of the regulations in any manner.

## **COMPLIANCE OFFICER**

The Board of the Company shall appoint the Company Secretary as the Compliance Officer in regard to this Policy to ensure compliance and for effective implementation of the Regulations and also this Code across the Company.

In the event of the office of the Company Secretary falling vacant till such time a successor is appointed, the persons(s) responsible for the Company Secretary function shall, in the interim period act as the Compliance Officer.

In order to discharge his/her functions effectively, the Compliance Officer shall be adequately empowered and provided with adequate manpower and infrastructure to effectively discharge his/her function. In the performance of his/her duties, the Compliance Officer shall have access to all information and documents, relating but not limited to, the Securities of the Company.

The Compliance Officer shall act as the focal point for dealings with SEBI in connection with all matters relating to the compliance and effective implementation of the Regulations and this Code.



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## **ROLE OF THE COMPLIANCE OFFICER**

The Compliance Officer shall be responsible for, inter alia, the following:

- Maintenance of record (either manual or in electronic form) under the Regulations including (i) the record of the Designated Employees substantially in the format set out in **Annexure I** hereto and any changes made in the list of designated Employees and (ii) a record of declarations for a minimum period of 5 years.
- In consultation with the Chairman of the Company and as directed by the Board, the specification and announcement of a Prohibited Period.
- Maintenance of a record of Prohibited periods specified from time to time.
- identify the persons who shall be regarded as Designated Persons to be covered by the Code, including those mentioned under Regulation 9(4), on the basis of their role and function in the organization including access to UPSI by virtue of that role and function in addition to seniority and professional designation.
- grant of pre-trading approvals to the Designated Persons for trading in the Company's Securities by them / their Immediate Relatives and monitoring of such trading.
- Setting forth policies, procedures, monitoring adherence to the rules for the preservation of UPSI, approval of the trading plan, pre-clearing of designated persons, monitoring of Trading and the implementation of this Code under the overall supervision of the Board.
- To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Board of Directors, and SEBI.
- Reporting to the Board of Directors and in particular providing report to the Chairman of Audit Committee, if any, or to the Chairman of the Board of Directors on compliance of Regulations and the code, at such frequency as may be stipulated by the Board of Directors but not less than once in a year.
- The Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the Regulations and this Code. The Compliance Officer shall place status reports before the Chairman of the Audit Committee, detailing Trading in the Securities by the Designated Persons and their Immediate Relatives along with the documents that such persons had executed in accordance with the pre-trading procedure prescribed under the Code on a quarterly / half yearly / annual basis.





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- Compliance officer shall be responsible for maintenance of records required in terms of the policy, including the following:
  - (a) Structured Digital Database of persons or entities with whom UPSI is shared as per the policy;
  - (b) Details of Trades pre-cleared and executed pursuant to pre-clearance;
  - (c) Holdings of Designated Persons in the securities of the Company;
  - (d) Disclosure of trades furnished by Designated Persons;
  - (e) Notification of trading plans to the concerned Stock Exchanges;
  - (f) Closure and Opening of Trading Window;
  - (g) Details of violations under the Code and Regulations by Designated Persons and their Immediate Relatives.

In the event that the Compliance Officer is privy to any UPSI, any pre- clearance for Trading in Securities will be provided by any Executive Director.

## **STRUCTURAL DIGITAL DATABASE**

The Board shall ensure and authorize the Compliance Officer to maintain a structured digital database 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.

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 SEBI/Stock Exchanges regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.



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## **UNPUBLISHED PRICE SENSITIVE INFORMATION**

### **PRESERVATION AND SHARING OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

Designated employees shall maintain the confidentiality of all Unpublished Price Sensitive Information and shall not:

- communicate, provide or allow access of UPSI to any person directly or indirectly, including by way of making a recommendation for the purchase or sale of Securities of the Company unless such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations; or
- discuss UPSI in public areas; or
- recommend to anyone that they may undertake Trading in Securities of the Company while being in possession, control or knowledge of UPSI, or
- be seen or perceived to be trading in securities of the Company while in possession of UPSI.

### **NEED TO KNOW**

All information shall be handled within the Company on a need-to-know basis and no Specified Person shall communicate, provide, or allow access to any Unpublished Price Sensitive Information, relating to the Company or securities listed or proposed to be listed, to any person except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

### **LEGITIMATE PURPOSE**

The term “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, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.

Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of the Regulations and the Company shall execute a confidentiality agreement with such persons, to maintain confidentiality of such UPSI in compliance with the Regulations.

### **LIMITED ACCESS TO CONFIDENTIAL INFORMATION**

The Specified Persons privy to confidential information shall, in preserving the confidentiality of information, and to prevent its wrongful dissemination, adopt among others, the following safeguards:

- i. files containing confidential information shall be kept secure.
- ii. Computer files must have adequate security of login and password, etc.
- iii. follow the guidelines for maintenance of electronic records and systems as may be





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prescribed by the Compliance Officer from time-to-time in consultation with the person in charge of the information technology function.

## CHINESE WALL

While dealing with or handling Unpublished Price Sensitive Information within the Company, the Company shall establish norms for appropriate Chinese Wall procedures and processes for permitting any Designated Person to cross the wall (collectively “Chinese Walls”) designed to manage confidential information and prevent the inadvertent spread and misuse of Unpublished Price Sensitive Information, or the appearance thereof. If any Designated Person wants to cross the ‘Chinese wall’, they shall seek permission from the Compliance Officer in writing stating the reasons/justification for doing so, which permission shall be obtained from the Board. The Compliance Officer shall require such Designated Person to produce an undertaking that the information will not be shared with any other person except as permitted and neither he/she nor the person with whom the information is shared, or their immediate relative shall trade in or induce others to trade in the securities of the Company.

Appropriate records of all wall crossings will be maintained. Further, the Compliance Officer should be informed of all instances wherein a person has wall-crossed (at the time of such wall-crossing), so as to enable the Compliance Officer to maintain appropriate records in this regard. The Compliance Officer shall duly record reasons for crossing the wall in writing. Such persons shall be made aware of the duties and responsibilities attached to the receipt of Unpublished Price Sensitive Information, and the liability that attaches to misuse or unwarranted use of such information.

Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- a) an obligation to make an open offer under the Takeover Regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or
- b) not attracting the obligation to make an open offer under the Takeover Regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute Unpublished Price Sensitive Information 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.

However, 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 limited purpose and shall not



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otherwise trade in securities of the Company when in possession of Unpublished Price Sensitive Information Need to Know:

- a) “Need to Know” basis means that 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 the information.
- b) All non-public price sensitive information directly received by any employee should immediately be reported to the head of the department.

## **POLICY AND PROCEDURE FOR LEAK OF UPSI**

Written Policy and Procedures pursuant to Regulation 9A (5) of the Regulations for inquiry in case of leak of Unpublished Price Sensitive Information and appropriate action thereon is annexed as **Schedule-I** to this Code has been duly approved by the Board.

## **PROCESS FOR DETERMINING HOW AND WHEN INDIVIDUALS ARE INCLUDED IN SENSITIVE TRANSACTIONS**

The Compliance Officer in consultation with CFO of the Company shall decide on how and when any person(s) should be brought ‘inside’ on any proposed or ongoing sensitive transaction(s).

A person(s) shall be brought inside on any proposed or ongoing sensitive transaction(s) of the Company who may be an existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc. for legitimate purpose which shall include the following:

- i. in the ordinary course of business;
- ii. in furtherance of performance of duty(ies);
- iii. for discharge of legal obligation(s);
- iv. for any other genuine or reasonable purpose as may be determined by the Compliance Officer/CFO of the Company;
- v. for any other purpose as may be prescribed under the Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

## **INTIMATION OF DUTIES, RESPONSIBILITIES AND LIABILITIES TO THE PERSON(S) INVOLVED IN SENSITIVE TRANSACTION(S)**

Any person(s) who has/have been brought inside on any proposed and/or ongoing sensitive transaction(s) and in receipt of Unpublished Price Sensitive Information shall be considered



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an “insider” for purposes of this Code and due notice shall be given to such persons, in the format as set out by the Compliance Officer in consultation with CFO of the Company:

- i. To inform such person that the shared information is or will be confidential
- ii. To instruct such person to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with the Regulations.
- iii. To make such person aware of the duties and responsibilities associated with receipt of such information and the liability for its misuse or unwarranted use

## **PROHIBITION OF INSIDER TRADING**

No insider shall:

- i. Trade in securities of the Company, either on their own or on behalf of any other person when in possession of any Unpublished Price Sensitive Information; or
- ii. Communicate, provide, or allow access to any Unpublished Price Sensitive Information for securities listed or proposed to be listed to any person including other insiders except where such communication is for legitimate purposes, performance of duties or discharge of legal obligations.

The Company shall have a whistle-blower policy which shall be available on the website of the Company. The Company shall also take steps to create awareness amongst its employees to enable them to report instances of leak of any UPSI.

## **TRADING PLAN**

An insider shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and publish disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan. The Compliance Officer shall only approve a Trading Plan in accordance with the applicable provisions of the Regulations.

## **TRADING WINDOW**

Unless otherwise specified by the Compliance Officer, the Trading Window for trading in Securities of the Company shall be closed for the Designated Persons and their Immediate Relatives when the Compliance Officer determines that a Designated Person or class of Designated Persons are reasonably expected to have possession of UPSI, including but not limited to the following purposes:

- i. Declaration of financial results



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- ii. Declaration of dividends
- iii. Change in capital structure
- iv. Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions and
- v. such other information as determined by the Board of Directors/ Managing Director/ Chief Operating Officer/Chief Financial Officer from time to time.

With respect to declaration of financial results, the Trading window shall remain closed from the end of respective quarter, half-year or financial year, as the case may be till 48 hours after the declaration of the financial results.

The Trading Window shall be opened, 48 (Forty-Eight) hours after the information referred to above becomes generally available. The gap between clearance of accounts by Audit Committee and the Board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

All the Designated Persons shall strictly conduct all their Trading in the Securities of the Company only when the Trading Window is open and no Designated Person or their Immediate Relatives shall trade in the Securities of the Company during the period the Trading Window is closed or during any other similar period as may be specified by the Compliance Officer from time-to-time.

The Trading Window restrictions as referred above shall not apply in respect of:

- a. transactions specified in clauses (i) to (iv) and (vi) of the proviso to Regulation 4(1) of the Regulations and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer and compliance with the Regulations;
- b. transactions which are undertaken in accordance with SEBI Regulations 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 or transactions which are undertaken through such other mechanism as may be specified by the Board from time to time.

All Designated Employees and their immediate relatives shall trade in the securities of the Company only during a valid trading window and shall not trade in any transaction involving the purchase or sale of the Company's securities during the Prohibited Period or all other periods when the Compliance Officer determines that a Designated Person or class of Designated Person can reasonably be expected to have possession of Unpublished Price Sensitive Information.

The Compliance Officer shall confidentially maintain the list of Securities as a "restricted list"



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which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.

The Trading Window and Prohibited Period 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.

Option under an ESOP may be exercised during a Prohibited Period. However, sale of securities allotted on exercise of such options shall not be allowed during a Prohibited Period.

## **PRE-CLEARANCE OR PRE-DEALING OF TRADING**

Every Designated Person shall obtain a pre-trading approval as per the procedure prescribed hereunder for any Trading in the Securities of the Company proposed to be undertaken by such Designated Person/ his / her Immediate Relatives on an individual or a jointly basis. It is highly recommended that the pre-trading approval is obtained for every transaction. But such pre-trading approval would be mandatory for all Designated Persons, who intend to deal in the securities of the Company when the trading window is opened, where the value of the proposed trade(s) is greater than INR. 10,00,000 (Ten Lakh) in a single day. However, no Designated Person shall be entitled to 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 and hence, he/she shall not be allowed to trade.

## **PRE-DEALING PROCEDURE**

- (i) An application may be made in the prescribed Form - I and Form IA to the Compliance Officer indicating the estimated number of securities that the Specified Person intends to deal in, the details as to the depository with which he/she has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.
- (ii) An undertaking shall be executed by such Specified Person in favour of the Compliance Officer and the Company incorporating, *inter alia*, the following, as may be applicable:
  - a) That the Specified Person does not have any access or has not received “Price Sensitive Information” up to the time of signing the undertaking.
  - b) That in case the Specified Person has access to or receives “Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.





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- c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
  - d) That he/she has made a full and true disclosure in the matter.
- (iii) The Compliance Officer shall consider the application made as above and shall approve it forthwith preferably on the same Trading Day but not later than the next Trading Day unless he/she is of the opinion that grant of such an approval would result in a breach of the provisions of this Code, or the Regulations. Such approval/rejection may preferably be conveyed through electronic mail, if no such approval is granted within a period of 7 days from the date of application, the approval is deemed to be rejected and a fresh application is to be made. While considering the application, the Compliance Officer shall have due regard to whether the declaration provided in **Annexure III** is reasonably capable of being rendered inaccurate.
- (iv) Every approval letter shall be issued in such format (see **Annexure IV**) as may be prescribed by the Company from time-to- time. Every approval shall be dated and shall be valid for a period of 7 (seven) Trading Days from the date of approval.
- (v) In the absence of the Compliance Officer due to leave etc., the Employee designated by him/her from time-to-time, not being below - one level below the CFO and part of the Finance or Compliance Department shall discharge the function referred to in (iii) above.
- (vi) The Compliance Officer shall on receiving an application for pre-clearance provide the relevant Specified Person with an acknowledgement on a duplicate of the application.

## **COMPLETION OF TRANSACTION BY THE SPECIFIED PERSON**

- (i) All Designated Persons shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given.
- (ii) The Designated Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed **Form C**. In case the transaction is not undertaken, a report (in **Form - II**) to that effect shall also be filed.
- (iii) If the order is not executed within 7 (seven) days after the approval is given, the Specified Person must again seek pre-clearance in accordance with this code by making a fresh application.

## **HOLDING PERIOD**

All Designated Persons who buy or sell any number of shares of the Company shall not enter





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into an opposite transaction i.e., sell or buy any number of shares during the next six months following the prior transaction. In case if any contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency upon receipt of an application on this behalf in prescribed **Form - III** after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

For the avoidance of doubt, equity shares allotted or granted to designated employees pursuant to an ESOP shall not be subject to the restrictions on holding securities prescribed therein and exercise of stock options.

## **ADVICE REGARDING PRE-CLEARANCE:**

In case of doubt, the Designated Person shall check with the Compliance Officer, or the Officer designated by him/her from time-to-time whether the provisions relating to pre-clearance are applicable to any proposed transaction in the Company's Securities.

## **OTHER RESTRICTIONS**

- (i) The disclosures to be made by any person under this Code shall include those relating to trading by such person's Immediate Relatives, and by any other person for whom such person takes trading decisions.
- (ii) The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be considered for the purpose of this Code.
- (iii) The disclosures made under this Code shall be maintained for a period of five years.

### **(iv) Internal Control**

- (a) The chief executive officer or managing director or such other analogous person of the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in Insider Trading Regulations to prevent Insider Trading. Further, the Board is to ensure that the requirements are met by such persons under the Insider Trading Regulations.
- (b) The internal controls shall include the following:



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- All employees who have access to UPSI shall be identified as Designated Persons;
  - All the UPSI shall be identified and its confidentiality shall be maintained as per the requirements of the Insider Trading Regulations;
  - Adequate restrictions shall be placed on communication or procurement of UPSI as required by the Insider Trading Regulations;
  - Lists of all employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
  - All other relevant requirements specified under the Insider Trading Regulations shall be complied with;
  - Periodic process review to evaluate effectiveness of such internal controls.
- (c) The Audit Committee of the Company or other analogous body for intermediary or fiduciary shall review compliance with the provisions of the Insider Trading Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
- (d) The Company shall formulate written policies and procedures for inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information, which shall be approved by the Board and accordingly initiate appropriate inquiries on becoming aware of such information and inform the Board promptly of such leaks, inquiries and results of such inquiries;
- (e) If an inquiry has been initiated by the Company in case of leak or suspected leak of Unpublished Price Sensitive Information, the relevant intermediaries and fiduciaries shall co-operate with the Company in connection with such inquiry conducted by the Company.

## **PROTECTION AGAINST RETALIATION AND VICTIMIZATION:**

The Regulations provide for voluntary submission by an individual including an employee of the Company (as defined in Explanation 1 to Regulation 7I of the Regulations) directly to SEBI, in the manner prescribed under the said Amendment Regulations of an alleged violation of insider trading laws that has occurred, is occurring or about to occur.

The Company shall not discharge, terminate, demote, suspend, threaten, harass, either directly or indirectly, or discriminate against any Employee who files a Voluntary Information Disclosure Form under the Insider Trading Regulations, irrespective of whether the information is considered or rejected by SEBI or he or she is eligible for a Reward under the Insider Trading Regulations, by reason of: (a) filing a Voluntary Information Disclosure Form under the Insider Trading Regulations; (b) testifying in, or otherwise assisting or aiding SEBI



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in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of the insider trading laws, or in any manner aiding the enforcement action taken by the Board; (c) 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.

For the purpose of this Clause, 'Employee' shall mean 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 Insider Trading Regulations and is a director, partner, regular or contractual employee, but does not include an advocate.

It is further clarified that the Company does not require any Employee to establish that: (a) SEBI has taken up any enforcement action in furtherance of information provided by such person; or (b) the information provided fulfils the criteria of being considered as an 'original information' under the Insider Trading Regulations. No Employee that has filed a Voluntary Information Disclosure under the Insider Trading Regulations will be required to notify the Company of such filing, or seek its prior permission or consent or guidance of any person engaged by the Company, as the case may be, before or after such filing.

## **REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES**

### **INITIAL DISCLOSURE**

Every person on appointment as a Key Managerial Personnel or a director of the Company or upon becoming a Promoter 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 7 (seven) days of such appointment or becoming a promoter in the prescribed **Form B**.

### **CONTINUAL DISCLOSURE**

- (i) Every Designated Person of the Company shall disclose to the Company the number of such Securities acquired or disposed of within two Trading Days of such transaction 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 more than INR. 10,00,000 (Ten Lakh) or such value as may be specified in Insider Trading Regulations. The disclosure shall be made within 2 trading days of: (a) the receipt of intimation of allotment of Securities; or (b) the acquisition or sale of securities or voting rights as the case may be.
- (ii) Every Designated Person shall disclose to the Company, the number of such securities acquired or disposed through an off-market inter-se transaction within two Trading Days of such transaction.



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## **DISCLOSURE BY THE COMPANY TO THE STOCK EXCHANGE(S)**

- (i) Within 2 (two) Trading Days of the receipt of intimation under above Clause (i), the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.
- (ii) The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / Designated Persons for a minimum period of five years.

### **Disclosure by other connected persons:**

The Company may require any other connected persons or class of connected persons to make disclosure of holdings and trading in securities of the Company as per **Form D** at such frequency as may be determined by the Company in order to monitor the Compliance with these regulations.

## **REPORTING REQUIREMENTS FOR DESIGNATED PERSONS**

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

- a) immediate relatives
- b) persons with whom such designated person(s) shares a material financial relationship
- c) Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one-time basis.

The Compliance Officer shall maintain records of all the declarations/undertakings/ forms as mentioned in this Code of Conduct, and received from time to time, for a period of 5 (five) Years.

The Compliance Officer shall take steps for disclosures required under this Code of Conduct to also be made through electronic filing in accordance with the system devised by the stock exchange.

## **DISSEMINATION OF PRICE SENSITIVE INFORMATION**

- (i) No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.
- (ii) Disclosure or dissemination of Unpublished Price Sensitive Information with special



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reference to analysts, media persons and institutional investors: The following guidelines shall be followed while dealing with analysts and institutional investors:

- a) Only public information to be provided.
  - b) Unanticipated questions may be taken on notice and a considered response given later. If the answer includes Unpublished Price Sensitive Information, a public announcement should be made before responding.
  - c) Simultaneous release of information after every such meeting.
- (iii) Where disclosure of Unpublished Price Sensitive Information is required to be made to any person in the course of a transaction, such disclosure shall be made in accordance with the Insider Trading Regulations.

## **PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT**

- (i) 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 Immediate Relatives).
- (ii) 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 may be taken by the Company.
- (iii) Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in employee stock option plans, etc.
- (iv) The action by the Company shall not preclude the Securities and Exchange Board of India from taking any action in case of violation of the Insider Trading Regulations.
- (v) In case of the Board becoming aware of any violation by the Designated Person and immediate Relatives of Designated Persons of the Insider Trading Regulation, the Board shall promptly inform the Securities and Exchange Board of India ("SEBI") of such violation in the format prescribed by SEBI.

## **REVIEW AND AMENDMENTS**

The Board reserves the power to review and amend this Code from time to time. All provisions of this Code would be subject to revision or amendment in accordance with the applicable law as may be issued by relevant statutory, governmental or regulatory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities are not consistent with the provisions laid down under this Code, then



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such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder.

#### **DISCLAIMER**

The Code is the internal policy of the Company to prevent Designated Persons and Immediate Relatives of Designated Persons from engaging in Insider Trading. It is however the responsibility of each Designated Person and the Immediate Relatives of designated person to ensure compliance with the provisions of this Code or the Regulations and other related laws. The Company or its Board shall not be responsible or liable for any violation or contravention by any Designated Person their or Immediate Relatives, of this Code and the Regulations or other related laws. In case of a conflict or inconsistency between the provisions of this Code and the Regulations, the Regulations shall supersede and prevail to the exclusion of the conflicting or inconsistent provision.





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## ANNEXURE I

### REGISTER OF DESIGNATED EMPLOYEES

*(To be maintained by the Compliance Officer)*

Empl oyee No.	Name of the employee	Grade	Depart ment	Location	Name of the immediate relative	Date of joining	Date of the resignation	Remarks



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## ANNEXURE II

### POLICY ON DETERMINATION OF LEGITIMATE PURPOSE

#### 1. Background

The Company shares data or information with various stakeholders like organizations, agencies, institutions, intermediaries, establishments, persons, etc., during the course of its business operations. Such unpublished data or information, if made publicly available may materially impact the market price of the listed securities of the Company. If such persons' trade on the basis of unpublished price sensitive information ('UPSI'), it could result in an undue advantage to such persons. The trading in the securities of the Company by an insider is governed by and subject to the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('Regulations') as amended from time to time and the Code of Conduct for Prevention of Insider Trading and Code for Corporate Disclosure Practices ('Code').

This "**Policy on Determination of Legitimate Purpose**" ('Policy') is framed by the Board of Directors of the Company pursuant to the amendment in the Regulations, in 2018 and is part of "Code of Corporate Disclosure Practices". (Regulation 3(2A) and 3(2B))

#### 2. Definitions

"**Connected Person**" means Connected Person as defined under Regulations and shall also include promoters and their directors and key managerial personnel. (Regulation 2(1)(d)).

"**Insider**" means any person who is a Connected Person or in possession of or having access to "Unpublished Price Sensitive Information. (Regulation 2(1)(g))

"**Unpublished price sensitive information or 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's, disposals and expansion of business and such other transactions;
- v. changes in key managerial personnel;
- vi. such other information as determined by the Board of Directors/Chief Executive Officer/Chief Operating Officer/Chief Financial Officer from time to time. (Regulation 2(1)(n))



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### 3. Legitimate Purpose

**“Legitimate Purpose”** shall mean sharing of UPSI in the ordinary course of business or on a need-to-know basis. The Company may share the UPSI if required in the interest of the Company.

Legitimate Purpose shall inter alia include sharing of UPSI on need to know basis 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 the Regulations. (Regulation 3(2A) and 3(2B)).

In following cases which are illustrative in nature, sharing of UPSI would be considered as legitimate purpose:

- I. For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law;

**Example:** Any call for information or query received from Ministry of Corporate Affairs, Income Tax Authority, Securities and Exchange Board of India (“SEBI”), Stock Exchanges, Reserve Bank of India, Sectoral Regulatory Body, etc.

- II. Under any proceedings or pursuant to any order of courts or tribunals; Example: National Company Law Tribunal, National Company Law Appellate Tribunal, Quasi-judicial authority, Other Appellate Tribunals, Arbitration Proceedings, etc.

- III. As part of compliance with applicable laws, regulations, rules and requirements.

**Example:** Company Law, Securities Law, Income Tax Law, Banking Law, etc.

- IV. Arising out of any contractual obligations or arrangement entered by the Company set forth in any contract, agreement, arrangement, settlement, understanding or undertaking.

**Example:** Due-diligence for any kind of restructuring, namely mergers & acquisitions, joint venture agreements, share purchase agreements, franchisee agreement, etc.

- V. Arising out of business requirement including requirement for the purposes of promoting the business and Strategies of business. Which may require sharing of information with promoters and promoters in turn with their promoters as well as by promoters with their advisors, consultants, intermediaries, fiduciaries etc.



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**Example:** Some of the examples which are illustrative in nature are as mentioned below;

- Sharing the relevant UPSI by Company or Promoters for advice, consultation, valuation, fund raising or other intermediation and approvals in relation to the subject matter of a proposed deal/assignment/tie-up/venture/fund raising;
- Sharing the relevant UPSI by Company or Promoters with intermediaries, fiduciaries, merchant bankers, advisors, lawyers, bankers, consultants, valuers, auditors, insolvency professionals, business support agents, transaction processing service providers in order to avail professional services from them;
- Sharing the relevant UPSI by Company or Promoters for advice, consultation, transaction support, intermediation and approvals on projects relating to enterprise transformation, strategy, change management, analytics, reorganization, operation improvement, technology and similar domains;
- Sharing the relevant UPSI by Company or Promoters with business partners essential to fulfil the terms and conditions of a business contract with a client, vendor, collaborator or lender;
- Sharing the relevant UPSI by Company or Promoters for advice, consultation, transaction support, intermediation and approvals in the process of evaluation of new products, business opportunities and new lines of business;
- Sharing the relevant UPSI by Company or Promoters for statutory consolidation requirements or related customary disclosure obligations;
- Sharing the relevant UPSI by Company or Promoters with persons engaged or involved in the processes leading to disclosure of events set out in Schedule III to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of the Regulations and shall comply with the Code.

#### **4. Process for sharing UPSI**

The insider may conduct the following steps while sharing UPSI:

- i. The information being shared is for legitimate purpose
- ii. Identify the persons with whom the information is to be shared
- iii. Notify the recipient that UPSI is being shared and enter into a confidentiality/nondisclosure agreement.
- iv. Mode of sharing UPSI shall be either by an email (address directly to the insider without copying) or hard copy or any other electronic mode or device or provide access to the information, data, server with acknowledgement or verbal exchange.
- v. Maintain names of the persons along with PAN (or any other identifier where PAN is not available) with whom information is shared. The database shall be maintained with adequate internal controls and checks such as time stamping



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and audit trails to ensure non-tampering of the database. This database shall be kept confidential.

#### **5. System Audit**

There should be periodic audit once in a year to ensure the integrity of the system and data maintained.

#### **6. Policy Review**

The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision and also replace this Policy entirely with a new Policy.

In the events of inconsistency of this Policy with any legal provisions, the provisions of the law shall override this Policy.



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**ANNEXURE III**

**FORMAT OF UNDERTAKING/ DECLARATION TO BE ACCOMPANIED WITH THE  
APPLICATION FOR PRE-TRADING UNDERTAKING / DECLARATION**

To,  
The Compliance Officer  
MINI DIAMONDS (INDIA) LIMITED  
DW-9020, Bharat Diamond Bourse,  
Bandra Kurla Complex, Bandra (East),  
Mumbai - 400051, Maharashtra

I, \_\_\_\_\_ resident of \_\_\_\_\_ hereby  
declare, that I am a Designated Person of MINI DIAMONDS (INDIA) LIMITED.

I further declare that I am not in possession of or otherwise privy to any Unpublished Price Sensitive Information ("UPSI") [as defined in the Code of Conduct for Prevention of Insider Trading of Mini Diamonds (India) Limited (the Code)] and that this transaction is not linked to any UPSI with respect to the securities of the Company up to and at the time of signing this Undertaking/Declaration.

In case I have access to, or I receive any UPSI after signing this Undertaking/Declaration but before execution of the transaction, I shall inform the Compliance Officer of the change in my position and refrain myself and shall also ensure that my Immediate Relatives would completely refrain from Trading in the Securities (including derivatives) of the Company till the time such UPSI becomes generally available.

I declare that I have not contravened the Code as adopted by the Company from time to time. I undertake to submit the necessary post-trading report within two Trading Days of execution of the transaction/a 'Nil' report if the transaction is not undertaken.

I am aware that, 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.

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 SEBI, if so, required by SEBI.

I declare that I have made full and true disclosure in the matter.

(Signature of the Applicant)

Date:

Place:





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**ANNEXURE IV**

**FORMAT FOR PRE-TRADING APPROVAL LETTER**

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

Approval No: \_\_\_\_\_ of

To,

Mr. /Mrs. \_\_\_\_\_

#Emp. No.: \_\_\_\_\_

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

**PRE-TRADING APPROVAL/DISAPPROVAL – Your application dated \_\_\_\_\_**

Dear Mr. /Mrs. \_\_\_\_\_

With reference to your above application (copy enclosed) seeking approval for undertaking certain transactions in securities (including derivatives) of the Company detailed therein, please be informed that you are / your Immediate Relative \_\_\_\_\_ is hereby authorised/not authorised to undertake the transaction(s) as detailed in your said application.

[This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This approval letter is valid till \_\_\_\_\_ (i.e., for 7 trading days from date hereof). If you / your Immediate Relative do(es) not execute the approved transaction /trade on or before this date you would have to seek fresh pre-trading approval before executing any transaction/deal in the securities (including derivatives) of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 (two) Trading Days from the date of transaction/deal. In case the transaction is not undertaken a – Nil report shall be necessary.]

Yours truly,

\_\_\_\_\_  
Compliance Officer

*Encl: Format for submission of details of transaction (Annexure V)*

**# to be filled only by Employees**



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## ANNEXURE V

### FORMAT FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS

*[To be submitted within 2 Trading Days of transaction/Trading in Securities (including derivatives) of the Company]*

To,  
The Compliance Officer  
MINI DIAMONDS (INDIA) LIMITED  
DW-9020, Bharat Diamond Bourse,  
Bandra Kurla Complex, Bandra (East),  
Mumbai – 400051, Maharashtra

Dear Sir/ Madam,

### **DETAILS OF PRE-APPROVED TRANSACTION**

**Ref: Your Approval Letter No. \_\_\_\_ dated \_\_\_\_**

I hereby inform you that I / my \_\_\_\_\_ have not bought / sold / subscribed any Securities (including derivatives) of the Company.

OR

have bought / sold / subscribed to \_\_\_\_\_ Securities (including derivatives) (Give Description) as mentioned below on \_\_\_\_\_ (Insert Date).

Name of Holder	** First or Joint Holder	No. of Securities (including derivatives dealt with)	Bought/ Sold/ Subscribed	DP ID/ CLIENT ID (electronic form) or Folio No. (for physical) where the sec. will be debited or credited	Price (Rs.)

\*\*\*"F" first holder "J" joint holder



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In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 (Five) 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 declare that the above information is correct and that no provisions of the Code of Conduct of Mini Diamonds (India) Limited for Prevention of Insider Trading and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

I declare that my dealing in these Securities (including derivatives) would in no manner be in violation of the provision of the Code, the Regulations and particularly the provisions pertaining to contra trade.

I agree not to enter into any contra trade for a period of 6 (six) months from the date of the aforesaid transaction.

In case there is any urgent need to sell these securities (including derivatives) within the said period, I shall approach the Company (Compliance Officer) for necessary approval.

Yours truly,

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

Mr. /Mrs. \_\_\_\_\_

#Emp. No.: \_\_\_\_\_

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

#Dept./ Div. \_\_\_\_\_

# to be filled in only by Employees



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## **SCHEDULE I**

### **POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION ("UPSI")**

#### **Background**

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 ("Regulations") mandates every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate action on becoming aware of leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

In this regard, Board of Directors of Company has laid down this policy for Procedure of Inquiry in case of Leak of Unpublished Price Sensitive Information ("**the Policy**").

#### **I. Objective:**

- (i) To strengthen the internal control system to prevent leak of UPSI.
- (ii) To restrict and prohibit the practice of sharing of UPSI, with the un-authorized person, which originates from within the company and which affects the market price of the Company as well as loss of reputation and loss of investors' / financiers' confidence in the company.
- (iii) To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee & Designated Persons with any person, firm, Company or Body Corporate.
- (iv) To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and promptly inform the same to the Securities and Exchange Board of India ("SEBI").
- (v) To take disciplinary actions, if deemed fit against any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy, apart from any action that SEBI may initiate/take against the Insider, Employee & Designated Persons.

#### **II. Scope:**

To lay procedures for inquiry in case of leak of UPSI or suspected leak of UPSI and inform the Board promptly of such leaks, inquiries and results of such inquiries.

#### **III. Definitions:**

- (i) "**Chief Investor Relation Officer (CIO)**" shall mean the Compliance Officer of the Company appointed by the Board of Director under Securities and Exchange Board



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India (Prohibition of Insider Trading) Regulations, 2015.

- (ii) **“Support Staff”** shall include IT Staff, Secretarial Staff, Legal Staff, Finance Staff, Strategy Staff who have access to unpublished price sensitive information.
- (iii) **“Un-published Price Sensitive Information (UPSI)”** shall have the meaning given to it in the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- (iv) **“Leak of UPSI”** shall mean communication of information which is / shall be Unpublished Price Sensitive Information, by any Insider, Employee & Designated Persons or any other known or unknown person to any person, other than a person(s) authorized by the Board of the Directors or Compliance Officer of the Company after following the due process prescribed in this behalf in the Code of Practices for Fair Disclosure of the Company and /or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015, or any other law may be applicable for time being in force and any amendment, re-amendment or re-enactment thereof.

Words and expressions used and not defined in this Code but defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the Rules and Regulations framed there under shall have the meanings respectively assigned to them in those legislation.

#### **IV. Duties of Chief Investor Relations Officer:**

The CIO in consultation with the CFO shall be responsible to:

- (i) Oversee the Compliance of this policy.
- (ii) To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Inquiry committee.
- (iii) Report the incident of actual or suspected leak of UPSI to the Securities and Exchange Board of India.

#### **V. Disclosure of actual or suspected leak of UPSI to SEBI:**

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the CIO, in consultation with CFO, shall ensure that a report on such actual or suspect leak of UPSI, preliminary inquiry thereon and results thereof shall be promptly informed to SEBI in the format as set out in “Annexure- A” to this Schedule.



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## **VI. Constitution of Inquiry Committee:**

In case of actual or suspected leak of UPSI, a Committee shall be constituted by approval of the General Management Committee of the Board, to be called as “Inquiry Committee” to perform such duties as may be prescribed by this Code or by any other applicable law for the time being in force. The Inquiry Committee shall consist of minimum 3 (three) Members which may include Chief Financial Officer and Chief Investor Relation Officer and / or any other officer(s) of the Company as the General Management Committee of the Board of Directors, may deem fit.

The General Management Committee may change/alter/re-constitute the Inquiry Committee as may be required from time to time.

## **VII. Duties of Inquiry Committee:**

The Inquiry Committee shall be responsible:

- a) To conduct a preliminary inquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any;
- b) To authorize any person, if required, to collect necessary support material;
- c) To consider the facts and circumstances and decide / direct on the matter;
- d) To decide disciplinary action thereon.

## **VIII. Procedure for inquiry in case of leak of UPSI:**

The Inquiry Committee shall *suo-motu* becoming aware or otherwise, of actual or suspected leak of Unpublished Price Sensitive Information of the Company by any Promoter, Director, Key Managerial Person, Insider, Employee, Designated Person, Support Staff or any other known or un-known person, shall follow the below mentioned procedure in order to inquire and/or otherwise investigate the matter.

### **(a) To take Cognizance of the matter:**

The Inquiry Committee shall meet within a period of 2 (two) working days after receipt of the information of actual or suspected leak of Unpublished Price Sensitive Information and take cognizance of the matter and decide as follows.

- i) If it is found that the allegation is frivolous, not maintainable or outside the scope, the same may be dismissed.





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- ii) If it is found that the issue requires further investigation, Preliminary Inquiry may be initiated.

## **(b) Preliminary Inquiry:**

Preliminary Inquiry is a fact-finding exercise which shall be conducted by any person authorized by the Inquiry Committee. The object of preliminary inquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark any disciplinary action.

## **(c) Report of Preliminary Inquiry:**

The Person(s) appointed/authorized to inquire the matter of actual or suspected leak of UPSI shall submit his/her report to the Board of the Directors within 7 working days from the date of his appointment on this behalf.

## **(d) Disciplinary Action:**

The Disciplinary Action(s) shall include, wage freeze, suspension, recovery, claw back, termination etc., as may be decided by the Inquiry Committee, in addition to the action to be initiated by SEBI, if any.

## **IX. Amendment:**

The Board of Directors of the Company, in sync with applicable laws, rules & regulations, may amend /substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy. In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

Any change in the Policy shall be approved by the Board of Directors of the Company. Any subsequent amendment/modification in the Companies Act, 2013 or the Rules framed thereunder or the Listing Regulations and/or any other laws in this regard shall automatically apply to this Policy.



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**ANNEXURE A**

**FORMAT FOR REPORTING ACTUAL OR SUSPECTED LEAK OF UPSI TO THE SEBI**

***[Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading)  
Regulation, 2015]***

To,  
Securities and Exchange Board of India,  
Plot No. C 4-A, G Block, Near Bank of India,  
Bandra Kurla Complex, Bandra East,  
Mumbai - 400 051, Maharashtra

Ref.: BSE Scrip Code No. \_\_\_\_\_

Dear Sir/Madam,

**Sub: Report of actual or suspected leak of UPSI pursuant to Regulation 9A (5) of SEBI  
(Prohibition of Insider Trading) Regulation, 2015**

Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015, we hereby report the details of actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows:

Name of offender, if known	
Name of the organisation	
Designation (Employee, Insider, Designated person or anyother)	
Nature of information	
Whether any action initiated by the Company. If yes, narration of the same	Yes/No
Any other information	

Request you to take the aforementioned on your records.

Thanking you,

Yours faithfully,

**For Mini Diamonds (India) Limited**  
Compliance Officer



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**CODE OF CONDUCT FOR REGULATING, MONITORING AND REPORTING OF  
TRADING BY DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVES**

**FORM – I: APPLICATION TO DEAL IN SECURITIES OF MINI DIAMONDS (INDIA)  
LIMITED**

To: Compliance Officer :  
From: Name of the Director/Employee :  
Designation :  
Employee Reference No. :  
Department / Unit :  
Location :

I hereby seek approval for carrying out the following transaction:

Transaction Sale / Purchase	No. of Shares/ Derivatives proposed to be bought/sold	DP & Client Id No (In case of Demat)

**UNDERTAKING**

I hereby undertake and confirm:

- (i) that I do not have any access or have not received Unpublished Price Sensitive Information up to the time of signing this undertaking.
- (ii) that in case I obtain access to or receive any Unpublished Price Sensitive Information after the signing of this undertaking but before the execution of the transaction, I shall inform the Compliance Officer 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.
- (iii) that I have not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
- (iv) that I have made a full and true disclosure in this application.

Name:

Signature:

Date:



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**FORM - II: REPORT ON REASON FOR NOT COMPLETING THE APPROVED  
TRANSACTION**

To: Compliance Officer :  
From: Name of the Director/Employee :  
Designation :  
Employee Reference No. :  
Department / Unit :  
Location :

I hereby give reasons for not executing the approved transaction as per the following details:

Date of Pre-clearance	No. of Shares/ Derivatives proposed to be bought/sold	DP & Client Id No (In case of Demat)	Reasons

Name:

Signature:

Date:



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## **FORM – IA: LIST OF RELATIVES/IMMEDIATE RELATIVES**

Sr. No.	Name of the Relatives /Immediate Relatives	Relationship	Permanent Account Number/ Any other identifier	Telephone Number

Name:

Signature:

Date:



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**FORM - III: APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD**

To: Compliance Officer :  
From: Name of the Director/Employee :  
Designation :  
Employee Reference No. :  
Department / Unit :  
Location :  
Through :

Dear Sir,

I request you to grant me waiver of the minimum holding period of 30 days as required under the Company's' code of conduct for regulating, monitoring and reporting of trading by Designated Persons and their Immediate Relatives, with respect to shares of the Company held by me/ (name of family dependent)/jointly acquired by me on (date). I desire to deal in the said shares because of the under-mentioned emergency [mention reasons in brief along with supporting documents]

Thanking you.

Your faithfully,

Name:

Signature:

Date:





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**FORM B: DISCLOSURE ON BECOMING A DIRECTOR/KMP/PROMOTER/MEMBER  
OF PROMOTER GROUP**

*[Regulation 7(1)(b) read with Regulation 6(2) of SEBI (PIT) Regulations, 2015]*

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 and other such persons as mentioned in Regulation 6(2).

Name, PAN No, CIN/DIN & address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of becoming Promoter/appointment of Director/KMP or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of security (For e.g. - Shares, Warrants, Convertible Debentures, right entitlements, 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.



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**FORM C: DISCLOSURE ON BECOMING A DIRECTOR/KMP/PROMOTER/MEMBER  
OF PROMOTER GROUP**

*[Regulation 7(2) read with Regulation 6(2) of SEBI (PIT) Regulations, 2015]*

Name of the company:

ISIN of the company:

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



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Name, PAN, CIN/DIN and address with contact nos.	Category of Person (Promoter / member of the promoter group/des ignated person/ Directors/ Immediat e Relatives to/others etc.)	Securities held prior to acquisition/dispos al		Securities acquired/ disposed				Securities held post acquisition/dispos al		Date of allotment/ac quisition of shares/Dispo sal of shares		Date of intimatio n to Company	Mode of acquisiti on/ disposal (market/ public/ rights/ preferent ial offer/off- market/ inter-se transfer etc.)	Exchange on which trade was executed
		Type of security (Shares, Warrant, Converti ble Debentu res, Right entitlem ents etc.)	No. and % of shareh olding	Type of security (Shares, Warrant, Convertibl e Debenture s, Right entitlemen ts etc.)	No.	Value	Transaction Type (Purchase/S ale/Pledge/ Revocation/ Invocation /Others)	Type of security (Shares, Warrant, Converti ble Debentu res, Right entitlem ents etc.)	No. and % of shareh olding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note:

- (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended.
- (ii) Value of transaction excludes taxes/brokerage/any other charges.



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Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which 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)	
16	17	18	19	20	21	22

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

Name:

Signature:

Designation:

Date:

Place:



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**FORM D (INDICATIVE FORMAT): REGULATION 7(3) - TRANSACTIONS BY OTHER CONNECTED PERSONS AS IDENTIFIED BY THE COMPANY**  
**COMPANY DETAILS OF TRADING IN SECURITIES BY OTHER CONNECTED PERSONS AS IDENTIFIED BY THE COMPANY**

Name, PAN, CIN/DIN and address with contact nos. of other connected persons as identified by the Company	Connection with the Company	Securities held prior to acquisition/disposal		Securities acquired/ disposed				Securities held post acquisition/disposal		Date of allotment/acquisition of shares/Disposal of shares		Date of intimation to Company	Mode of acquisition/disposal (market/public/rights/preferential offer/off-market/inter-se transfer etc.)	Exchange on which trade was executed
		Type of security (Shares, Warrant, Convertible Debentures, Right entitlements etc.)	No. and % of shareholding	Type of security (Shares, Warrant, Convertible Debentures, Right entitlements etc.)	No.	Value	Transaction Type (Purchase/Sale/Pledge/Revocation/Invocation/Others)	Type of security (Shares, Warrant, Convertible Debentures, Right entitlements etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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