



## CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVES

### 1. INTRODUCTION

Regulation 9(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“**SEBI PIT Regulations**”) mandates the board of directors of a listed entity to ensure formulation of a ‘*code of conduct to regulate, monitor and report trading by its designated persons and their immediate relatives of designated persons*’, by the chief executive officer or managing director, by adopting the minimum standards prescribed under Schedule B of the SEBI PIT Regulations.

In line with the aforesaid, Patel Retail Limited (“**Company**”) has introduced a Code for Prohibition of Insider Trading (“**PIT Code**”/ “**Code**”).

### 2. GENERAL PRINCIPLES

2.1. Patel Retail Limited endeavors to preserve the confidentiality of Unpublished Price Sensitive Information (as hereinafter defined “**UPSI**”) and to prevent misuse of such information. The Company is committed to high standards of corporate governance, transparency and fairness in dealing with its stakeholders and in ensuring adherence to all applicable laws and regulations of India. The Board of Directors (“**Board**”) of Patel Retail Limited has adopted this policy and the Board may amend this policy from time to time.

2.2. The underlying principles on the basis of which this Code is based are the following:

2.2.1. To maintain the standards of business and conduct it in line with the stated values of the Company.

2.2.2. Ensure that Designated Persons may perform their duties according to the highest ethical standards of honesty, integrity, accountability, confidentiality and independence.

2.2.3. Ensure confidentiality of UPSI in relation with the Company, its business and affairs and make no use of it other than for furtherance of the Company's interest.

2.2.4. Ensure compliance of all applicable laws and regulations including the Company's internal Code of Conduct and Policies.

2.2.5. Ensure and enable the Company to achieve the highest standards of corporate governance.

2.3. This document embodies PIT Code which encapsulates the restrictions, formats and rules of conduct to be followed by Designated Persons and their Immediate Relatives and is intended to serve as a guiding charter for all persons associated with its functioning. It is necessary that all Designated Persons and their Immediate Relatives are fully aware of the provisions of this Code. This Code is in addition to, and not in substitution of the Regulations, and it is important that Designated Persons are aware of and comply with the provisions of the Regulations as well.

2.4. This Code shall apply to all Designated Persons and their Immediate Relatives.

### 3. DEFINITIONS

- (a) “**Act**” means the Securities and Exchange Board of India Act, 1992, as may be amended from time to time.
- (b) “**Board**” means the board of directors of the Company;
- (c) “**Code**” or “**Code of Conduct**” or “**PIT Code**” shall mean this Code of Conduct to regulate, monitor and report Trading by Designated Persons and their immediate relatives, as may be amended by the Board from time to time.
- (d) “**Company**” means Patel Retail Limited.
- (e) “**Compliance Officer**” means the Company Secretary of the Company. If there is no Company Secretary, any senior officer, designated so and reporting to the board of directors or the head of the organization in case Board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI PIT Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of

the codes specified in these regulations under the overall supervision of the board of the Company or the head of an organization, as the case may be.

***Explanation-** For the purpose of this definition as per the Regulation 2(1)(c) of the SEBI (PIT) Regulations, “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.*

- (f) **“Connected Person”** shall have the meaning as defined under regulation 2(1)(d) of the SEBI PIT Regulations.
- (g) **“Contra Trade”** means any buy/ sell trade of any number of securities of the company undertaken by a Designated Person (**“DP”**) and their immediate relatives, within six (6) months of an earlier buy/ sell involving opposite nature of trade.
- (h) **“Designated Persons”** shall include persons identified by the Board in consultation with the Compliance Officer, to be covered by the Code on the basis of their role and function and access that the role and function would provide to UPSI in addition to seniority and professional designation and shall also include:
  - (i) Employees of the Company, intermediary or fiduciary designated on the basis of their functional role or access to UPSI in the organization by the board of directors or any other analogous body;
  - (ii) Employees of material subsidiaries of the Company if any, designated on the basis of their functional role or access to unpublished price sensitive information in the organization by the board of directors;
  - (iii) All promoters of the Company and promoters who are individuals or investment companies for intermediaries or fiduciaries;
  - (iv) Chief Executive Officer and employees upto two levels below the Chief Executive Officer of the Company, intermediary, fiduciary and its material subsidiary, irrespective of their functional role in the Company or ability to have access to UPSI;
  - (v) Any support staff of listed company, intermediary or fiduciary such as IT staff or secretarial staff who have access to UPSI.
- (i) **“Generally available information”** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.

***Note:** It is intended to define what constitutes generally available information so that it is easier to crystallize and appreciate what constitutes unpublished price sensitive information. Information published on the website of a stock exchange, would ordinarily be considered generally available.*



(j) **“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.

(k) **“Insider”** means any person who:

- (i) a Connected Person; or
- (ii) in possession of or having access to UPSI.

*Note: Since "generally available information" is defined, it is intended that anyone in possession of or having access to unpublished price sensitive information should be considered as an "insider" regardless of the manner in which one came into possession of or had access to such information. Various circumstances are provided to enable such a person to demonstrate that he has not indulged in insider trading. Therefore, this definition is intended to bring within its reach any person who is in receipt of or has access to unpublished price sensitive information. The onus of showing that a certain person was in possession of or had access to unpublished price sensitive information at the time of trading would, therefore, be on the person leveling the charge after which the person who has traded when in possession of or having access to unpublished price sensitive information may demonstrate that he was not in such possession or that he has not traded or he could not access or that his trading when in possession of such information was squarely covered by the exonerating circumstances.”*

(l) **“Pre-clearance”** means prior approval for trading in the securities of the Company.

(m) **“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.

(n) **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof.

(o) **“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.

*Note: Under the parliamentary mandate, since the Section 12A (e) and Section 15G of the Act employs the term 'dealing in securities', it is intended to widely define the term “trading” to include dealing. Such a construction is intended to curb the activities based on unpublished price sensitive information which are strictly not buying, selling or subscribing, such as pledging etc when in possession of unpublished price sensitive information.*



- (p) **“Trading Day”** means a day on which the recognized stock exchanges are open for trading.
- (q) **“Unpublished Price Sensitive Information”** or **“UPSI”** means any information, relating to the 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, delistings, disposals and expansion of business and such other transactions;
  - (v) changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
  - (vi) change in rating(s), other than ESG rating(s);
  - (vii) fund raising proposed to be undertaken;
  - (viii) agreements, by whatever name called, which may impact the management or control of the company;
  - (ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
  - (x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
  - (xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
  - (xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
  - (xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
  - (xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
  - (xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;

- (xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1 – For the purpose of this 3(q)(ix) of this definition:

- a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2 - For identification of events enumerated under this definition as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.]

*Note: It is intended that information relating to a company or securities, that is not generally available would be unpublished price sensitive information if it is likely to materially affect the price upon coming into the public domain. The types of matters that would ordinarily give rise to unpublished price sensitive information have been listed above to give illustrative guidance of unpublished price sensitive information.*

Words and expressions used and not defined in this Code but defined in 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 rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

#### **4. DUTIES OF COMPLIANCE OFFICER**

- 4.1 The Board of the Company has appointed the Company Secretary as the Compliance Officer for the purposes of this Code.
- 4.2 The Compliance Officer shall report to the Board and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board at such frequency as may be stipulated by the Board, but not less than once in a year.



- 4.3 The Compliance Officer shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for preservation of UPSI, monitoring of trades and implementation of the Codes specified in the SEBI PIT Regulations, under the overall supervision of the Board of the Company or the head of an organization as the case may be.
- 4.4 The Compliance Officer shall review the trading plan provided by Insider(s) to assess whether the plan would have any potential for violation of the SEBI PIT Regulations. Further, the Compliance Officer is entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- 4.5 The Compliance Officer is empowered to approve the adjustments that have been made with regards to the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.
- 4.6 The Compliance Officer shall approve or reject the trading plan within two trading days of receipt of trading plan and notify the Trading plan to the stock exchanges where the Securities are listed, upon approval of the plan.
- 4.7 The Compliance Officer upon receipt of the information regarding the non-implementation (full/partial) of trading plan and the reasons thereof along with the supporting documents if any provided by the insider, shall be placed before the Audit Committee in the immediate next meeting with the Compliance Officer's recommendation to accept or reject the submissions of the insider. Further, the Compliance Officer shall notify the decision of the Audit Committee on the same day to the stock exchange(s) on which the securities are listed. Furthermore, the Compliance Officer shall take an action as per the code of conduct in case if the Audit Committee does not accept the submissions made by the insider.
- 4.8 The Compliance Officer is empowered to determine '*Trading window closure*' and '*re-opening of Trading window*' periods in accordance with the SEBI PIT Regulations.
- 4.9 The Compliance Officer is empowered to provide clearance for trading by the designated persons once the trading window is open. Such clearance shall be subject to the proposed trades are above such thresholds as outlined in clause 9.1 of this Code. Further, 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. Additionally, the Compliance Officer shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.



- 4.10 The Compliance Officer shall assist all the employees in addressing any clarifications regarding the SEBI PIT Regulations and the Company's PIT Code.
- 4.11 The Compliance Officer shall maintain records of all declarations given by Insiders under Chapter III of the SEBI PIT Regulations for a minimum period of five (5) years.
- 4.12 A Designated Person is not permitted to execute a contra trade. However, the Compliance Officer may grant relaxation from the strict application of such restriction for reasons to be recorded in writing, however, such relaxation should not violate the SEBI PIT Regulations.
- 4.13 In case of any violation of the SEBI PIT Regulations, the Compliance Officer (on behalf of the Company) shall promptly inform the stock exchanges where the Securities of the Company are traded.

## **5. PRESERVATION OF UPSI**

- 5.1 All UPSI shall be handled within the Company on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 5.2 To prevent the misuse of confidential information the Company adopts a 'Chinese Wall' policy thereby separating those areas of the Company which routinely have access to confidential information, considered as 'inside areas' from those areas which deal with sale / marketing / investment advice or other departments providing support services, considered as 'public areas'. The employees in the inside areas shall not communicate any UPSI to any one in public area. Demarcation of various departments as 'inside area' may be implemented by the Compliance Officer, in consultation with the Chief Financial Officer of the Company.
- 5.3 In exceptional circumstances i.e., in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, any Designated Person may be permitted to 'cross the wall' and give UPSI to any person on a 'need to know' basis, under intimation to the Compliance Officer.
- 5.4 No Insider shall communicate, provide, or allow access to any UPSI, relating to a company or securities listed or proposed to be listed, to any person including other Insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

- 5.5 No person shall procure from or cause the communication by any Insider of UPSI, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 5.6 Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.
- 5.7 Structured digital database shall be maintained containing the nature of UPSI and the names of such persons who have shared the information and also the name of such persons with whom information is shared under the SEBI PIT Regulations along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. This 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. Further, this database shall be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.
- 5.8 UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
- (i) entail an obligation to make an open offer under the takeover regulations where the Board of the Company is of informed opinion that sharing of such information is in the best interests of the Company; or
  - (ii) not attract the obligation to make an open offer under the takeover regulations but where the Board of the Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitutes UPSI is disseminated to be made generally available at least (2) two Trading Days prior to the proposed transaction being effected in such form as the Board of Directors may determine, to be adequate and fair to cover all relevant and material facts. However, the Board would 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 otherwise trade in securities of the Company when in possession of UPSI.

## **6. PREVENTION OF MISUSE OF “UNPUBLISHED PRICE SENSITIVE INFORMATION**

6.1 All Designated Employees and their Immediate Relatives shall be subject to Trading restrictions enumerated herein. As a general overriding rule, no Insider shall trade in securities of the Company when in possession of UPSI. When a person who has traded in Securities has been in possession of UPSI, his trades would be presumed to be motivated by the knowledge and awareness of such information in his possession.

## 6.2 Trading Plan

6.2.1 An Insider shall be entitled to formulate a Trading plan, to enable him to plan for trades to be executed in future 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.

6.2.2 The Trading Plan shall:

- (i) not entail commencement of Trading on behalf of the Insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;
- (ii) not entail overlap of any period for which another trading plan is already in existence;
- (iii) Set out following parameters for each trade to be executed:
  - a. either the value of trade to be effected or the number of securities to be traded;
  - b. nature of the trade;
  - c. either specific date or time period not exceeding five consecutive trading days;
- (iv) not entail Trading in Securities for market abuse;
- (v) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
  - a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
  - for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

6.3 The Compliance Officer shall review the Trading plan to assess whether the plan would have any potential for violation of the SEBI PIT 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. However, pre-clearance of trades would not be required for a trade executed as per an approved Trading plan.

6.4 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 or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

- 6.5 However, the implementation of the Trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any UPSI and the said information has not become generally available at the time of the commencement of implementation.. Upon approval of the Trading plan within two trading days of the receipt of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the Securities are listed, on the day of approval.

## **7. TRADING WINDOW AND TRADING CLOSURE**

- 7.1 The Trading window shall be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI. Such closure shall be in relation to such Securities to which the UPSI relates. When the Trading window is closed, the Designated Persons and their immediate relatives shall not trade in Securities. Provided that, trading window may not be closed if UPSI is not emanating from within the Company.
- 7.2 Trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by Audit Committee and Board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.
- 7.3 Unless otherwise specified by the Compliance Officer, the Trading window for Trading in Securities of the Company shall be closed for the following purposes:
- (i) financial results;
  - (ii) dividends;
  - (iii) change in capital structure;
  - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
  - (v) changes in key managerial personnel.
- 7.4 The Trading window restrictions shall not apply in respect of transactions:
- (i) specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulation 4 of the SEBI PIT 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 respective regulations made by SEBI;

- (ii) which are undertaken in accordance with 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 or transactions which are undertaken through such other mechanism as may be specified by SEBI from time to time.

7.5 The timing for re-opening of the Trading window shall be determined by the Compliance Officer taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight (48) hours after the information becomes generally available.

## **8. PRE- CLEARANCE OF TRADES**

8.1 All Designated Persons who (or whose Immediate Relatives) intends to Trade in the Securities in a calendar quarter (either in one transaction or in a series of transactions) of a consideration price exceeding Rs. 10,00,000 (Rupees Ten Lakhs) for the Securities should obtain a prior approval for the transactions as per the procedure described hereunder. This is a mandatory requirement even when the Trading window is open.

8.2 Any Designated Person and/or his/ her Immediate Relatives who carries on any transaction or series of transactions to circumvent this clause shall be in violation of this Code.

8.3 The Pre-clearance procedure is as under:

8.3.1 For the purpose of obtaining a pre-clearance approval, the concerned Designated Person shall make an application (for his/her Trading or the Trading of his/ her Immediate Relative) in the prescribed format ("**Annexure 1**") of this Code, to the Compliance Officer. Such application should be complete and correct in all respects and should be accompanied by such undertakings declarations, indemnity bonds and other documents / papers as may be prescribed by the Compliance Officer from time-to-time. The format of the undertaking mentioned above is set out in **Annexure 2**.

8.3.2 The undertaking shall state that the Designated Person is not in possession of UPSI, at the time of signing of the undertaking and that should he/she receive any UPSI after signing but before execution of the transaction, he will refrain from executing the transaction.

8.3.3 The trades for which pre-clearance was obtained would have to be executed by the Designated Person within seven (7) Trading Days, failing which fresh pre-clearance would be required to be obtained.



- 8.3.4 The Designated Person and/or his/ her Immediate Relatives send within 2 (two) Trading Days of execution of the transaction, the details of such transaction, to the Compliance Officer in such format as may be prescribed by the Company from time to time.
- 8.3.5 All transactions involving the Compliance Officer shall be approved by the Chairman and Managing Director or Chief Executive Officer.

## **9. REPORTING AND DISCLOSURES REQUIREMENTS**

- 9.1 Every person on appointment as a Key Managerial Personnel (“KMP”) or Director of the Company or upon becoming a Promoter or member of the Promoter Group shall disclose his/ her holding of Securities of the Company as on the date of appointment or becoming a Promoter, to the Company- within seven (7) days of such appointment or becoming a Promoter.
- 9.2 Every Promoter, member of the Promoter Group, Designated Person and Director of the Company shall disclose to the Company, the number of such Securities acquired or disposed of- within two (2) Trading Days of such transaction if the value of the Securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10,00,000. Further, the disclosure of incremental transactions further to the above, shall be made as and when the transaction is effected- within 2 (Two) Trading Days of such transaction.
- 9.3 The Company shall notify the particulars of such Trading to the stock exchanges on which the Securities of the Company are listed- within two (2) Trading Days of receipt of the disclosure or from becoming aware of such information.

## **10. PENALTY**

- 10.1 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).
- 10.2 Any Designated Person who violates this Code shall also be subject to disciplinary action by the Company, which may include termination of employment, wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.



- 10.3 The action by the Company shall not preclude SEBI from taking any action in case of violation of the PIT Regulations.

## **11. INQUIRY IN CASE OF LEAK OF UPSI OR SUSPECTED LEAK OF UPSI**

- 11.1 In case of leak of UPSI or suspected leak of UPSI, on becoming aware, the same shall be immediately reported to Compliance Officer and appropriate inquiries shall be initiated forthwith as may be directed by the Chairman and Managing Director. The Company may delegate the investigation to an external (third party) investigator for investigation of the instance and ascertaining authenticity of the subject reported. The Board shall also be promptly informed of such leaks, inquiries and results of such inquiries.
- 11.2 Further, if an inquiry has been initiated by the Company in case of leak of UPSI or suspected leak of UPSI, the relevant intermediaries (e.g., RTA) and fiduciaries (e.g., auditors, bankers etc.) shall co-operate with the Company in connection with such inquiry conducted by the Company.
- 11.3 Upon the conclusion of the inquiry and on the basis of the outcome thereof, the Compliance Officer shall decide disciplinary action / penalty, if any, to be awarded to the Designated Person/ Insider. The decision of Compliance Officer shall be final and binding.
- 11.4 The Compliance Officer shall inform SEBI promptly of such leaks, inquiries and the results of such inquiries.

## **12. SHARING OF INFORMATION WITH ANALYSTS AND RESEARCH PERSONNEL**

- 12.1 The Company shall ensure that any information shared with analysts and research personnel is not UPSI and is generally available. Alternatively, the information shared as above shall simultaneously be made public.
- 12.2 The Company shall also develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

## **13. RESPONDING TO MARKET RUMOURS**

The Company shall ensure that appropriate and fair responses are provided to queries on news reports and requests for verification of market rumours by regulatory authorities. In

case a query/request has been received from any stock exchange, a copy of such reply shall be sent to other stock exchange(s) also where securities of the Company are listed, if any.

#### **14. WHISTLE BLOWER MECHANISM TO REPORT ANY LEAK OF UPSI**

- 14.1 In case any employee suspects any leak of UPSI, he may immediately report the instance directly to the Compliance Officer, by an email or a letter. This mechanism shall be in addition to any other mechanism available to the employees of the Company to report any fraud or wrongdoing or any grievance or complaint.
- 14.2 The Company encourages employees to report any suspected leak of UPSI forthwith to the Compliance Officer. Anonymous grievances will not be entertained unless the allegations are supported by documented and verifiable facts.
- 14.3 The management undertakes to maintain confidentiality of the person who has reported the instance, subject to the rights of the person against whom the instance is reported to cross-examine such leak of UPSI.

#### **15. AMENDMENT**

Any modification/ amendment of the applicable laws (the SEBI PIT Regulations, relevant circulars) in this regard, shall automatically apply to this Policy.

**ANNEXURE 1**  
**APPLICATION FOR PRE-CLEARANCE OF TRADES**  
***(For Designated Persons and their Immediate Relatives)***

**To,**  
**The Compliance Officer,**  
**Patel Retail Limited**

**Subject: Application for Pre-clearance of Trade**

---

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct to Regulate, Monitor and Report Trading by Insiders, I seek approval for purchase / sale / subscription of the Securities of the Company as detailed below:

1.	Name of Applicant	
2.	Designation	
3.	Number of Securities held as on date (including through Immediate Relatives)	
4.	Folio No./DP ID/Client ID NO	
5.	The Proposal is for: (a) Purchase of Securities (b) Subscription of Securities (c) Sale of Securities	
6.	Proposed date of Trading in Securities	
7.	Estimated number of Securities proposed to be acquired/ sold/ subscribed	
8.	Price at which transaction is proposed	



9.	Current Market Price (as on the date of Application)	
10.	Name of Immediate Relative and relation, if the transaction is in the name of Immediate Relative	
11.	Whether the proposed transaction will be through Stock Exchange or off market deal	
12.	Folio No/DP ID/Client ID No. where the Securities will be credited	

*\*Strike-of whichever is not applicable.*

I hereby enclose the form of undertaking signed by me.

## ANNEXURE 2

### UNDERTAKING TO BE EXECUTED AT THE TIME OF TIME OF APPLYING FOR PRE-CLEARANCE

**To,  
The Compliance Officer,  
Patel Retail Limited,**

In relation to the disclosure for obtaining pre-clearance, I undertake that:

- (i) I have no access to nor do I have any information that could be construed as “*Unpublished Price Sensitive Information*” (“**UPSI**”) (as defined in the PIT Code/ SEBI PIT Regulations) until the time of signing this undertaking;
- (ii) In case I have access to or I receive any information that could be construed as UPSI after signing this undertaking but before execution of the transaction, I shall inform the Compliance Officer of the same and shall completely refrain from trading in the securities of the Company till the time such price sensitive information becomes public / generally available.
- (iii) I have not contravened the provisions of the PIT Code, as notified by the Company from time to time;
- (iv) I have made full and true disclosure in the matter.
- (v) I hereby declare that I shall execute my order in respect of securities of the Company within seven (7) Trading Days from the date the pre-clearance approval is given. If the order is not executed within seven (7) Trading Days from the date of approval, I undertake to obtain pre-clearance for the transaction again

Yours faithfully,

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

**Signature:**

**Date:**

**Place:**

### **PRE-CLEARANCE ORDER**

With reference to your application dated [●], we inform you that your request for trading in [●] \_\_\_\_\_ (nos.) or [●] \_\_\_\_\_ worth shares of the Company is approved. Please note that the said transaction must be completed on or before [●] \_\_\_\_\_ (date) i.e., within seven (7) Trading Days from today.

**For PATEL RETAIL LIMITED**

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

### **CONFIRMATION OF DEAL**

**To,**  
**The Compliance Officer,**  
**Patel Retail Limited**

I confirm that the share dealing for which pre-clearance approval was granted on \_\_\_\_\_ was completed on \_\_\_\_\_ for purchasing/ selling \_\_\_\_\_ (nos.) shares of the Company.

\_\_\_\_\_  
**Name of the Designated Person:**

**Designation:**

**Pay Roll No.:**

**Date:**

## STATEMENT OF HOLDINGS AT THE TIME OF PRE-CLEARANCE

To,  
The Compliance Officer,  
Patel Retail Limited

Subject: Details of shareholding of the Designated Person

Designation	Department	Number of Shares held as on date of application	Folio No. / DP ID / Client ID	Nature of trades for which the approval is being sought	Number of shares / value of shares to be traded

I/ We hereby declare that I/ we have not done any opposite transaction for the last six months without the approval of the Compliance Officer.

Signature



**OTHER DISCLOSURES:**

**ANNEXURE 3**

**SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the promoter group]**

Name of the Company: \_\_\_\_\_

ISIN of the Company: \_\_\_\_\_

**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).**

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

			etc.)		
1	2	3	4	5	6

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

**Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).**

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

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

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

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

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

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

# ANNEXURE 4

## SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) – Continual Disclosure]

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoter/member of the promoter group/designated person/Director s/ immediate relative to/ others etc.)	Securities held prior to acquisition / disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ disposal of shares, specify		Date of intimation to company	Mode of acquisition / disposal (on market / public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of securities (For eg.- Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of shareholding	Type of securities (For eg.- Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No	Value	Transaction Type (Purchase/ sale/ Pledge / Revocation / Invocation/ Others- please specify)	Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

### Note:

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

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 the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	



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: \_\_\_\_\_

## **ANNEXURE 5**

### **SEBI (Prohibition of Insider Trading) Regulations, 2015**

#### **Regulation 7(3) – Transactions by Other connected persons as identified by the Company**

### Details of trading in securities by other connected persons as identified by the Company

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoter/member of the promoter group/designated person/Director s/ immediate relative to/ others etc.)	Securities held prior to acquisition / disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ disposal of shares, specify		Date of intimation to company	Mode of acquisition / disposal (on market / public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of securities (For eg.- Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of shareholding	Type of securities (For eg.- Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No	Value	Transaction Type (Purchase/ sale/ Pledge / Revocation / Invocation/ Others- please specify)	Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

**Note:**

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

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

### Details of trading in derivatives by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
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:** \_\_\_\_\_

**ANNEXURE 7  
OTHER DISCLOSURES**

**To,  
The Compliance Officer,  
Patel Retail Limited,**

I, \_\_\_\_\_, in my capacity as a \_\_\_\_\_ of Patel Retail Limited hereby submit the following details as on \_\_\_\_\_ (date of becoming a KMP / Designated Employees / Promoter).



## 1. PERSONAL DETAILS

PAN	CONTACT NUMBER	NAMES OF EDUCATIONAL INSTITUTIONS FROM WHICH I HAVE GRADUATED	NAME(S) OF PAST EMPLOYERS

## 2. DETAILS OF IMMEDIATE RELATIVES

NAME OF IMMEDIATE RELATIVES	RELATIONSHIP	PAN	CONTACT NUMBER

*Note: Immediate Relative means a spouse of a person and includes parent, sibling, and child of that person or of the spouse, if they are either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.*

## 3. DETAILS OF PERSON(S) WITH WHOM DESIGNATED PERSON SHARES A MATERIAL FINANCIAL RELATIONSHIP

NAME OF THE PERSON	PAN	CONTACT NUMBER

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

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

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

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

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