

**Code of Internal Procedures and Conduct for Regulating,
Monitoring and Reporting of Trading by Insiders**

[Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015]

Procedure revised and approved by Audit Committee Meeting held on 13th February 2019

PROLOGUE

The Code is in accordance with the relevant provisions of **The SEBI [Prohibition of Insider Trading] Regulations, 2015**, This Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders will be known as “INDO NATIONAL LIMITED [INL] Code of Conduct for Prohibition of Insider Trading”, hereinafter referred as ‘Code’

OBJECTIVE OF THE CODE

- ✓ To prevent insider trading by prohibiting dealing through, communicating or counselling on matters relating to insider trading.
- ✓ To preserve the confidentiality of unpublished price sensitive information in order to prevent misuse of such information.
- ✓ To remain committed to transparency & fairness in dealing with all stakeholders & in ensuring adherence to all the applicable laws & regulations.

CO-ORDINATING DISCLOSURE

The Board has designated Company Secretary as Compliance Officer who would be responsible to ensure timely, adequate, uniform and universal dissemination of information and disclosure of Unpublished Price Sensitive Information [UPSI] pursuant to this Code as required under the Regulations so as to avoid selective disclosure.

ROLE OF COMPLIANCE OFFICER

- a) The Compliance Officer shall report to the MD and Board of Directors as the case may be.
- b) The Compliance Officer shall be responsible to review the trading plan, to assess whether the plan would have any potential for violation of these Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- c) The Compliance Officer shall maintain a record and declarations of Directors & Designated Employees and any changes made thereto.
- d) All disclosure/dissemination of any unpublished price sensitive information [UPSI save and except disclosure required to be made under any law or under this Code] on behalf of the Company shall be first marked to the Compliance Officer, for approval. Any such information shall be made public or published on behalf of the Company only if the same is approved by MD of the Company. In case of doubt, the Compliance Officer, shall consult and seek approval of the MD and Board of Directors before dissemination of such information.
- e) Audit committee shall review policy and compliance once in a year

TRADING PLAN

All the Directors, KMPs, Designated Employees and Connected persons of INL shall be subject to trading restrictions as enumerated below:

- Not entail commencement of trading earlier than six months from the public disclosure of the plan;
- Not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the

- securities and the second trading day after the disclosure of such financial results;
- Entail trading for a period of not less than twelve months;
 - Not entail overlap of any period for which another trading plan is already in existence;
 - Set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - Not entails trading in securities for market abuse.
 - Pre-clearance of trades shall not be required for a trade executed as per approved trading plan.

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.

Upon approval of the Trading Plan, the Compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

DISCLOSURES OF TRADING

- Every disclosure shall be made in such form as specified.
- The disclosures shall be made by such person's immediate relatives, and by any other person for whom such person take trading decisions.
- The disclosures made shall be maintained by the company, for a minimum period of five year, in such form as may be specified.
- Initial Disclosures - Every Promoters, KMP's and Directors shall disclose holding of securities of the 'INL' as on the date of these regulations.
- Continual Disclosures - Every Promoters, KMP's and Directors shall disclose to 'INL' the number of such securities acquired or disposed of within two trading days of such transactions and the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Ten Thousand Rupees. Such trading will be promptly be intimated to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.
- Code of practices and procedures for Fair Disclosure of unpublished price sensitive information and there amendment thereto, shall be published on official website.

PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT

- In case of any violation of Code, a corporate action will be taken by the Board in accordance with the act and punishment be awarded, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.