



*Goldiam International Ltd*

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

**CODE OF INTERNAL PROCEDURES AND  
CONDUCT FOR REGULATING, MONITORING  
AND REPORTING**

**OF**

**TRADING BY DESIGNATED PERSONS AND  
THEIR IMMEDIATE RELATIVES**

**OF**

**GOLDIAM INTERNATIONAL LIMITED**

**(Last amended on August 09, 2024)**



# Goldiam International Ltd

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## Definitions

For the purpose of this Code of Internal Procedures and Conduct for regulating, monitoring and reporting trading by Designated Persons in the Company's Securities, all the words and phrases not specifically defined hereunder shall have the meaning as assigned to them under 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 rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation:

- 1.1 **"Act"** means the Securities and Exchange Board of India Act, 1992 as may be amended from time to time.
- 1.2 **"Company"** means Goldiam International Limited.
- 1.3 **"Board"** means the collective body of the Directors of the Company.
- 1.4 **"Regulations"** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- 1.5 **"Code"** or **"Code of Conduct"** shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by designated persons and their immediate relatives of Goldiam International Limited towards achieving compliance with the Regulations and as amended from time to time in terms of the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- 1.6 **"Compliance Officer"** shall mean Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board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 Directors of the Company appointed pursuant to Regulation 2(c) of the Regulations.

**Explanation**—For the purpose of this regulation, "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.

- 1.7 **"Connected Person"** shall have meaning assigned to it under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 or any modification thereof
- 1.8 **"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.



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- 1.9 “**Designated Persons**”(s) shall include:
- (a) Directors and Key Managerial Personnel of the Company;
  - (b) Promoters and Promoter Group of the Company;
  - (c) Chief Executive Officer and employees upto two levels below Executive Directors of the Company and its material subsidiaries, if any;
  - (d) Executive assistants/secretaries to all the above persons;
  - (e) All employees of the Company irrespective of their cadre working in Accounts, Finance, Marketing and Secretarial Department at the Service, Support and Registered Office of the Company;
  - (f) Such other employees of Promoters, who will have Unpublished Price Sensitive Information;
  - (g) Other persons employed on contract basis not included above but performing similar roles or having similar responsibilities;
  - (h) all employees who have access to unpublished price sensitive information and
  - (i) Such other employees of the Company and such other persons as may be determined by the Executive Chairman/Compliance Officer from time to time.
- 1.10 “**Director**” means a member of the Board of Directors of the Company.
- 1.11 “**Employee**” means every employee of the Company including the Directors in the employment of the Company.
- 1.12 “**Generally Available Information**” means information that is accessible to the public on a non- discriminatory basis.
- 1.13 “**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.
- 1.14 “**Insider**” means any person who is:
- i) a connected person; or
  - ii) In possession of or having access to unpublished price sensitive information pursuant legitimate purpose;
- 1.15 “**Key Managerial Person**” means person as defined in Section 2(51) of the Companies Act, 2013.
- 1.16 “**Promoter and Promoter Group**” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and



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Disclosure Requirements) Regulations, 2009 & 2018 or any modification thereof and the Companies Act, 2013 or any amendment made thereto from time to time:

- 1.17 "**Securities**" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
- 1.18 "**Takeover Regulations**" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- 1.19 **Legitimate purpose** shall include sharing of unpublished price sensitive information 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.
- 1.20 **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 annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions.
- 1.21 **Need to know basis** means the disclosure of Price Sensitive / Confidential Information only to those within the Company or its Subsidiaries who need the information to discharge their duty.
- 1.22 **Non-Transaction Period** shall mean
- Any period that may be designated by the Compliance Officer in case of any Unpublished Price Sensitive Information including periods prior to meetings where the following are proposed to be considered:-
- Financial results;  
dividends;  
change in capital structure;  
mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;  
changes in key managerial personnel.
- 1.23 **Subsidiaries** shall include the subsidiaries of the Company, from time to time, currently including Goldiam Jewellery Limited, Diagold Designs Limited, Goldiam USA.
- 1.24 **Fair Disclosure Code or Code of Fair Disclosure** shall mean Code of Fair Disclosures of Unpublished Price Sensitive Information adopted by the Company in terms of the SEBI (Prohibition of Insider Trading) Regulations, 2015.



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- 1.25 **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.”
- 1.26 **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- 1.27 **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;
- 1.28 **"Unpublished Price Sensitive Information ("UPS I")"** 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, delistings, disposals and expansion of business and such other transactions; and
  - (v) changes in key managerial personnel;
- 1.29 **"Chief Investor Relations Officer(CIRO)"**  
The Compliance Officer of the Company has been designated / called as "Chief Investor Relations Officer" to deal with dissemination of information and disclosure of unpublished price sensitive information.

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 thereunder shall have the meanings respectively assigned to them in those legislation.

## 2. Appointment and Role of Compliance Officer:

- 2.1 The Company Secretary of the Company has been designated as the Compliance Officer. The Compliance Officer has been empowered under this Code to frame and modify specified format of disclosures as may be required under the Regulations or otherwise, subject to any specific formats as prescribed by SEBI.

The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee or to the Chairman of the Board of Directors on annual basis. The Audit Committee shall review compliance with the provisions of the Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

The Compliance Officer shall be responsible for setting forth policies,



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procedures, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, pre-clearing trading, monitoring of trading and the implementation of Code.

2.2 The Compliance Officer shall maintain the list of the Designated Persons & their Immediate Relatives and such other relevant records as may be deemed appropriate by the Compliance Officer for the purpose of compliance with the Code and Regulations. The Compliance Officer shall update such list based on the communication received from the Human Resources Department.

2.3 The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.

In the event of any doubt on the interpretation of this Code, the Compliance Officer shall also be entitled to approach external counsel for clarifications.

### **3. Sharing and Preservation of "Unpublished Price Sensitive Information(UPSI)":**

#### **3.1 Sharing of UPSI**

All Unpublished Price Sensitive Information (UPSI) / confidential information shall be handled within the Company on a need-to-know basis and for legitimate purpose as provided hereunder and not to evade or circumvent the prohibitions of the Regulations:

Explanation - "Need to Know" basis means that UPSI 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.

- a. Sharing of relevant UPSI with consultants, advisors engaged by the Company in relation to the subject matter of the proposed deal/ assignment in relation to UPSI;
- b. Sharing of relevant UPSI with intermediaries/ fiduciaries viz. merchant bankers, legal advisors, auditors in order to avail professional services from them in relation to the subject matter of the UPSI;
- c. Sharing of relevant UPSI with persons for legitimate business purposes (e.g., attorneys, investment bankers or accountants);
- d. Sharing of relevant UPSI with persons who have expressly agreed in writing to keep the information confidential, such as potential customers, other developers, joint venture partners and vendors, and not to transact in the Company's securities on the basis of such information;
- e. Sharing of relevant UPSI in case mandatory for performance of duties or discharge of legal obligations.



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- f. Whether this information is required to be shared? Why the information is required by the recipient? Response to the two queries shall be well recorded by the concerned Designated Person sharing the UPSI and shall be forwarded to the Compliance Officer.
- g. Before sharing of the UPSI, the concerned Designated Person sharing such UPSI shall comply with the requirements in relation to circumstances and procedure for bringing people 'inside' as provided in Insider Trading Code
- h. In the event of sharing of Unpublished Price Sensitive Information between departments, the consent of the relevant head of the department would be required to be obtained explaining the need and necessity of sharing such information before the information is shared.
- i. Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:
  - 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 sharing of such information is in the best interests of the Company; or
  - 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 sharing of such information 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 to be adequate and fair to cover all relevant and material facts.

## 3.2 Preservation of UPSI:

- a. Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.
- b. Structured digital database shall be maintained containing the names of such employees or persons or entities as the case may be with whom UPSI is shared under this Code along with the Permanent Account Number (PAN) or any other identifier authorized by law where PAN is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. Further, confidentiality agreements shall be signed or notice shall be served to all such employees or persons or entities to maintain confidentiality of such UPSI in compliance with the Regulations.
- c. To prevent the misuse of confidential information / UPSI, the Company adopts a 'Chinese Wall' policy thereby separating those areas of the Company which routinely have access to confidential information, considered "inside areas" from those areas which deal with



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sales/marketing/investment or other departments providing support services, considered “public areas”. The employees in the inside area shall not communicate any unpublished price sensitive information to any one in public area. The employees in inside area may be physically segregated from employees in public area. Demarcation of the various departments as inside area may be implemented by the Company. In exceptional circumstances employees from the public areas may be brought “over the wall” and given confidential information on the basis of “need to know” criteria.

## 4. Prevention of misuse of “Unpublished Price Sensitive Information”:

4.1 The Designated Persons and/ or immediate relative shall not enter into an opposite transaction

i.e. sell or buy any number of securities of the Company during the next six months following the prior transaction. In case of any opposite transaction be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

Provided that the aforesaid restriction shall not be applicable for trades carried out in accordance with an approved trading plan or to exercise of stock options.

In case of subscription in the primary market (initial public offers), the Designated Persons and/ or immediate relative shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

4.2 The Designated Persons and/ or immediate relative shall conduct their trading in securities only during the Transaction Period.

## 5. Trading Plan:

All Designated Persons and their Immediate Relatives shall be entitled to formulate a trading plan in accordance with Clause 5.1 (“**Trading Plan**”). The Trading Plan so formulated shall be presented to the Compliance Officer and for public disclosure and such Designated Person(s) or their Immediate Relative(s) may Trade only in accordance with their Trading Plan.

5.1 Trading Plan shall:

a) not entail commencement of trading on behalf of the Insider or Designated Person or their Immediate relatives earlier than 120 Days [One Hundred and Twenty Calendar Days] from the public disclosure of the Trading Plan;

b) not entail overlap of any period for which another trading plan is already in existence;





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- c) ##set out following parameters for each trade to be executed:
- (i) either the value of trade to be effected or the number of securities to be traded;
  - (ii) nature of the trade;
  - (iii) either specific date or time period not exceeding five consecutive trading days;
  - (iv) 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;
    - b. 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.
- Explanation:**
- (i) While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause (iv) shall be optional.
  - (ii) The price limit in sub-clause (iv) shall be rounded off to the nearest numeral.
  - (iii) Insider may make adjustments, with the approval of the compliance officer, in 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.
- d) not entail trading in securities for market abuse.
- e) The Compliance Officer shall review the Trading Plan to assess whether such plan would have any potential for violation of the Regulations and shall be entitled to seek such express undertaking as maybe necessary to enable such assessment and to approve and monitor the implementation of the plan.

##Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

##Provided further that trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan

5.2 The Trading Plan once approved shall be irrevocable and the Designated Person or his Immediate Relative who has formulated the said Trading Plan, shall mandatorily have to implement the Trading Plan and shall not be entitled 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.



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Provided that the implementation of the Trading Plan shall not be commenced if any Unpublished Price Sensitive Information in possession of the Designated Person or his Immediate Relative at the time of formulation of the plan has not become Generally Available Information at the time of the commencement of implementation.

##Provided further that if the insider or Designated Person or their Immediate relatives has set a price limit for a trade under sub-clause (iv) of clause 5.1.c, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

##**Explanation:** In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in Clause 5.2 or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

- (i) The insider or Designated Person or their Immediate relatives shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.
- (ii) Upon receipt of information from the insider or Designated Person or their Immediate relatives, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.
- (iii) The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.
- (iv) In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct

5.3##The Compliance Officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

## **6. Trading Window and Window Closure:**

6.1 The Company shall specify a trading period for trading in the Securities ("**Trading Window**").

When the trading window is closed, the Designated Persons and their immediate relatives shall not trade in the Company's securities in such period;

Provided that this restriction shall not be applicable if the trade has been done in accordance with an approved trading plan.



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- 6.2 All Designated Persons or their Immediate Relatives shall conduct all their trading in the Securities only when the Trading Window is open and no Designated Person or their Immediate Relatives shall trade in the Securities during the period when the Trading Window is closed or during any other period as may be specified by the Compliance Officer from time to time.
- 6.3 Unless otherwise specified by the Compliance Officer, the Trading Window shall be closed for all Designated Persons and their Immediate Relatives during the following periods:
- 6.4 closed from 1st of April, the 1st of July, the 1st of October and the 1st of January of every year, and until 2 (two) calendar days after the declaration of the respective Financial results (quarterly, half-yearly and annual); and
- 6.5 *inter alia* be closed 2 (two) calendar days prior to and 2 (two) calendar days after:
- i. any intended announcements regarding amalgamation, mergers, takeovers and buy-back, disposal of whole or substantially whole of the undertaking, issue of Securities by way of public/rights/bonus etc., any major expansion plans or execution of new projects
  - ii. any changes in policies, plans or operations of the Company that could have a material impact on its financial performance.
- 6.6 The Trading Window shall be closed when the Compliance Officer or the # Executive Chairman/ Managing Director determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information and shall remain closed during the time the Unpublished Price Sensitive Information remains un-published. The Trading Window shall be opened 48 (forty-eight) hours after the Unpublished Price Sensitive Information is made public.
- 6.7 In addition to the above, the Compliance Officer may after consultation with the # Executive Chairman /Managing Director, declare the Trading Window closed, on an "as-needed" basis for any reason and for such other persons, as the Compliance Officer may deem fit.
- 6.8 Despite the Trading Window being open, Designated Persons or their Immediate Relatives would only be allowed to Trade subject to the conditions specified in Clause 7 below and provided that they are not in possession of any Unpublished Price Sensitive Information at the time they carry out the transaction.
- 6.9 The restriction on trading window shall not be applicable in the following circumstances:
- a. the transaction is an off-market inter-se transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of the Regulations and both parties had made a conscious and informed trade decision.
  - b. the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of the Regulations 3 of the Regulations and



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both parties had made a conscious and informed trade decision;

Provided the transaction mentioned in sub-clauses (a) and (b) above, should not pertain to such unpublished price sensitive information which was obtained in a manner provided under Regulation 3(3) of the Regulations.

- c. the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- d. the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- e. the trades were pursuant to a trading plan set up in accordance with Clause 5 above
- f. Pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer under clause 7 and compliance with the respective regulations.
- g. Transactions undertaken in accordance to respective regulations made by SEBI, such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer

## 7. Pre-clearance of trades:

7.1 The Designated Persons (or on behalf of their immediate relative), who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trades is above Rs.10 Lakhs (market value) or above 12000 equity shares or 1% of total paid-up capital, whichever is less, should pre-clear the transaction. 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 shall not be allowed to trade. The pre-dealing procedure shall be hereunder:

- a) The Designated Persons may be made an application in the prescribed **Form (Annexure-1)** to the Compliance officer indicating the estimated number of securities that the Designated Persons or their immediate relative intends to deal in, the details as to the depository with which he 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.
- b) An undertaking (**Annexure-2**) shall be executed in favour of the Company by such Designated Persons incorporating, *inter alia*, the following clauses, as may be applicable:
  - (a) That the Designated Persons and their immediate relative does not have any access or has not received "Unpublished Price Sensitive



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Information” up to the time of signing the undertaking.

- (b) That in case the Designated Persons and/or their immediate relative has access to or receives “Unpublished 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.
- (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.

7.2 An application must necessarily be sent through registered electronic mail or by hard copy along with requisite document to the Compliance Officer. Within 3 (Three) trading days of the receipt of such application, the Compliance Officer shall either clear the requested deal (**Annexure-3**) or refuse to clear the deal by giving the reasons therefore in writing;

If such Person does not receive any response from the Compliance Officer within the said period of 3 (three) trading days, then the requested transaction shall be deemed to have been cleared by the Compliance Officer.

7.3 In the event that the Compliance Officer and / or his Immediate Relatives propose to deal in the securities, which requires pre-clearance as provided in clause 7.1, then the Compliance Officer shall submit the application and undertaking as stated hereinabove to the Executive Chairman. Only upon receipt of the clearance from an Executive Chairman, the Compliance Officer and / or his Immediate Relative(s) can deal in the securities. All other provisions of this Code as applicable to the Designated Persons shall be applicable to the Compliance Officer also.

7.4 The Designated Persons, shall execute their order in respect of securities within a period of 7 (Seven) calendar days after the clearance / deemed clearance by Compliance Officer and provided that such period continues to fall in the Transaction Period. The necessary disclosure of such transaction to be made in **Annexure-4**. If the order is not executed within the said period of 7 (Seven) calendar days, then such Designated Person must pre-clear the transaction again by following the aforesaid procedure.

## 8. Other Restrictions:

8.1 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.

8.2 The disclosures made under this Code shall be maintained for a period of five years.



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## 9. Reporting Requirements for transactions in securities:

### 9.1 Initial Disclosure

- a. Every promoter, member of the promoter group, Key Managerial Personnel, Director of the Company, within thirty days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed Form **(Annexure-5)**.
- b. Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or 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 seven days of such appointment or becoming a promoter **(Annexure-6)**.

### 9.2 Continual Disclosure

Every promoter, member of the promoter group, Designated Employees and director 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 in excess of Rs. Ten lakhs **(Annexure-4)**.

The disclosure shall be made within 2 trading days of:

- the receipt of intimation of allotment of shares, or
- the acquisition or sale of shares or voting rights, as the case may be.

### 9.3 Disclosure by the Company to the Stock Exchange(s)

Within two trading days of the receipt of intimation under Clause 9.2, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

### 9.4 Annual Disclosure

Every Designated person shall 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 in **Annexure-7** and as and when the



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information changes:

- (a) immediate relatives of such designated person; and
- (b) persons with whom such designated person shares a material financial relationship.

Every Designated person shall also disclose Phone and mobile /cell numbers which are used by them and the above persons.

Further, all Designated Persons and their Immediate Relatives shall be required to forward following details of their transactions in the securities of the Company to the Compliance Officer on an annual basis in **Annexure-7A**.

**Disclosures by other connected persons:** A Company may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with these regulations (Please refer **Annexure-8**).

## **10. Procedure of Inquiry in case of leak of Unpublished Price Sensitive Information (“UPSI”) or suspected leak of Unpublished Price Sensitive Information:**

The Board has formulated written policy for initiating appropriate inquiries on becoming aware of leak/suspected leak of unpublished price sensitive information (**Annexure-9**).

## **11. Penalty for contravention of the code of conduct:**

- 11.1 Every Designated Person(s) shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).
- 11.2 Any Designated Person(s) who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.
- 11.3 Any Designated Person(s) who violate the Code shall also be subject to disciplinary action by the Company, which may include salary freeze, recovery, claw back, suspension, termination of employment/ engagement, ineligibility for future participation in ESOP plan, penalty and such other actions as may be deemed appropriate by the Company., etc.
- 11.4 Any action taken pursuant to above will be independent of any action by SEBI in case of violation of the Regulations. This could include civil as well as criminal prosecution against the Designated Persons and / or their Immediate Relatives, including any disgorgement of profits as SEBI may direct.



**Goldiam International Ltd**

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

## 12. Protection to Informant

Prohibition on retaliation for reporting suspected violations Employee who reports any alleged violations of insider trading laws in accordance with the Informant mechanism introduced vide SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 dated September 17, 2019, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination.

**Explanation:** For the purpose of this chapter, any acts, deeds, matters or things amounting to contravention / violation of GIL Code committed by or caused to be committed by Immediate Relatives of the Designated Person(s) shall be treated as the contravention / violation by such Designated Person and hence shall be liable for disciplinary / penal action as contemplated in this chapter.

## These changes are effective from September 24, 2024.



**ANNEXURE 1**  
**SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL**

Date:  
To,  
The Compliance Officer,  
**Goldiam International Limited**  
Gems and Jewellery Complex, MIDC,  
SEEPZ, Andheri East,  
Mumbai-400096.

Dear Sir/Madam,  
Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I hereby seek approval for purchase/sale/ deal in the securities of the Company as per details given below:

Name of Designated Person	
# Designation and Employee Code	
Department & Location	
Reporting Manager	

The approval is sought for myself and/or on behalf of my Immediate Relative i.e. Mr./Ms. \_\_\_\_\_ and will be carried out as under:

1.	Number of Securities held as on date	
2.	Folio No. /DP ID/Client ID No.	
3.	The Proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
4.	Estimated number of securities proposed to be acquired/subscribed/sold	
5.	Current market price (as on date of application)	
6.	Whether the proposed transaction will be through stock exchange or off-market deal	
7.	Folio No./DP ID/ Client ID No. where the securities will be credited/debited	
8.	Date of previous approval, if any	

I declare that the order for buying / selling\*\*\* / dealing shall be executed within 7 (Seven) days after the approval is granted to me and intimation of the same will be given to the Compliance Officer within 2 (Two) working day thereof.

I further declare that if the order for buying/selling\*\*\*/dealing has not been executed within 7 (Seven) days after the approval is granted to me, and further intend to deal in securities, than a fresh approval will be taken in that behalf.

I enclosed herewith the form of Undertaking signed by me.

Yours faithfully,  
Signature:  
Name :

#: applicable only if the Designated Person is an employee	***: strike out whichever is not applicable
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## ANNEXURE 2

### FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

#### UNDERTAKING

To,  
The Compliance Officer,  
**Goldiam International Limited**  
Gems & Jewellery Complex, MIDC,  
SEEPZ, Andheri East,  
Mumbai-400096.

#### **Undertaking under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and GIL Code.**

I, \_\_\_\_\_, \_\_\_\_\_ of the Company residing  
at \_\_\_\_\_, am desirous of dealing in \_\_\_\_\_  
shares of the Company as mentioned in my application dated \_\_\_\_\_ for pre-clearance of the  
transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within two Trading days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within seven trading days of the receipt of approval failing which I shall seek fresh pre-clearance.

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

*\* Indicate number of shares*

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

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

Name:

### ANNEXURE 3

#### FORMAT FOR PRE- CLEARANCE ORDER

To,  
Name: \_\_\_\_\_  
Designation: \_\_\_\_\_  
Place: \_\_\_\_\_

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

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

Yours faithfully,

For **Goldiam International Limited**

**Compliance Officer**

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

Encl: Format for submission of details of transaction



Details of trading in derivatives of the company by Promoter, member of promoter group or Director of a listed company 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)	
15	16	17	18	19	20	21

**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

### FORM A

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

**Goldiam International Limited**  
**ISIN No. INE025B01017**

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee term	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6		7	

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

Signature:

Designation:

Date:

Place:

**ANNEXURE 6****FORM B**

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

**Goldiam International Limited**  
**ISIN No. INE025B01017**

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/others etc)	Date of appointment of Director /KMP or Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee term	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2		3	4	5	6		7	

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

Signature:

Designation:

Date:

Place:

**Annexure-7**  
**Annual disclosure by Designated Persons**

Dear Sir,

Please find below the details pertaining to me/us and that of my immediate relatives and persons with whom I/We share a material financial relationship, required to be given in terms of GIL Code and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015:

Name of the Designated Person, Department & Employee Code, if any.	
Name of educational institutions from which designated person has graduated (Not required if provided earlier)	
Name/s of the past employer/s (Not required if provided earlier)	

Name of immediate relatives and persons with whom Designated Person shares a material financial relationship	PAN of immediate relatives and persons with whom Designated Person shares a material financial relationship	Phone and mobile numbers of Designated Person and his/her immediate relatives and persons with whom he/she shares a material financial relationship

I/We declare that the above information is true and correct to the best of my/our knowledge and belief.

(Name of the Designated Person & Signature)



**Annexure-7A**

**Annual Statement of shareholding for Designated Persons and their immediate relative**

Date:

To;  
The Compliance Officer  
Goldiam International Limited  
Gems & Jewellery Complex, MIDC,  
SEEPZ, Andheri East,  
Mumbai-400096.

Dear Sir,

**Annual Statement of shareholding for Designated Persons and their immediate relative**

**I. DECLARATION BY DESIGNATED PERSONS FOR SELF**

Name & Designation	DP ID No.	Client ID No. / Folio No.	PAN	No. of securities held on 1st day of the Financial Year	Securities bought during the Financial year	Securities sold during the Financial year	Total shares held on last day of the Financial year

**II. DECLARATION BY DESIGNATED PERSONS FOR THEIR IMMEDIATE RELATIVE**

Name of Immediate Relative	Relation-ship with Designated Persons	DP ID No.	Client ID No. / Folio No.	No. of securities held on 1st day of the Financial Year	Securities bought during the Financial year	Securities sold during the Financial year	Total shares held on last day of the Financial year

I/We declare that the dealings in securities were carried out while trading window was open and in terms of the permission from Compliance Officer, wherever required.

I/We further declare that the securities purchased / sold as mentioned herein above by me/us along with my Immediate Relatives, have not been purchased / sold by entering into any opposite transaction entered during the last 6 months.

(Name of the Designated Person & Signature)

**ANNEXURE-8**

**Form D (Indicative format)  
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015  
Regulation 7(3) – Transactions by Other connected persons as identified by the company**

Name, PAN No., CIN/DIN & address of connected persons, as identified by the company with contact nos.	Connect ion with company)	Securities held prior to acquisition/disposal		Securities acquired/ disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/ public/ rights/ preferential offer / off market/ Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc)				Excha nge on which the trade was execut ed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No	Type of security (For eg. – Shares, Warrants , Convertible Debentures etc.)	No	Pre transa ction	Post transa ction	From	To			Buy		Sell		
												Value	Number of units (contrac ts * lot size)	Value	Num ber of units (contr acts * lot size)	

Name:

Signature:

Date:

Place:

**Annexure-9**  
**POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”)**

*[Under Regulation 9A of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018]*

**1. BACKGROUND**

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 has mandated every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate inquiries 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 Goldiam International Limited (‘the Company’) has laid down this policy for procedure of inquiry in case of leak of Unpublished Price Sensitive Information (‘the policy’), for adoption.

**2. OBJECTIVES**

- (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 investors’ / financiers’ confidence in the Company.
- (iii) To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee(s) & 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 inform the same to the Securities and Exchange Board of India (“SEBI”) promptly.
- (v) To penalize any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy.

**3. SCOPE**

The Company endeavors to preserve the confidentiality of Unpublished Price Sensitive Information (UPSI) and to prevent misuse of such information. The Company shall strive to restrict and prohibit the practice of sharing of UPSI which originates from within the Company by any promoter, director, key managerial person, Insider, employee, designated person, support staff or any other known or unknown person(s) with any unauthorized person which affects the market price of the Company as well as causes loss of reputation and investors’ / financiers’ confidence in the Company.

**4. DEFINITIONS**

- (i) Chief Investor Relation Officer (“CIRO”) shall mean the Compliance Officer of the Company appointed by the Board of Directors under Securities and Exchange Board India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- (ii) Leak of UPSI shall mean communication of information which is / shall be UPSI 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 after following the due process prescribed in this behalf in the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons and their Immediate Relatives and /or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.
- (iii) Support Staff shall include Account staff, Marketing staff or secretarial staff who have access to unpublished price sensitive information.
- (iv) Un-published Price Sensitive Information ("UPSI") shall mean 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 include but not restricted to, information relating to the following:
- a) Periodical financial results of the Company;
  - b) Intended declaration of dividends (Interim and Final);
  - c) Change in capital structure i.e. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company's shares;
  - d) Mergers, De-mergers, Amalgamation, Acquisitions, De-listing of Securities, Scheme of Arrangement or Takeover, disposals, spin off or selling division of whole or substantially whole of the undertaking and expansion of business and such other transactions;
  - e) Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
  - f) Changes in key managerial personnel;
  - g) Any other matter and events as may be prescribed under the Listing Regulations and/or Corporate Law to be price sensitive, from time to time.

## **5. DUTIES OF CHIEF INVESTOR RELATIONS OFFICER**

The CIRO shall be responsible to;

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

## **6. DISCLOSURE OF ACTUAL OR SUSPECTED LEAK OF UPSI TO STOCK EXCHANGES:**

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the CIRO shall ensure that the same shall be promptly intimated to the Stock Exchanges on which the securities of the Company are listed.

## **7. REPORT 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 CISO shall ensure that a report on such actual or suspected leak of UPSI, preliminary enquiry thereon and results thereof shall be promptly made to the SEBI.

## **8. CONSTITUTION OF ENQUIRY COMMITTEE**

The Board of Directors or any Committee authorized by them in this behalf shall constitute a committee to be called as "Enquiry Committee". The Enquiry Committee shall consist of minimum 4 (four) Members which shall include Executive Chairman, Chairman of Audit Committee, Chief Financial Officer and Chief Investor Relation Officer and any other officer of the Company as may be mutually decided by the members of the Committee.

## **9. DUTIES OF ENQUIRY COMMITTEE:**

The Enquiry Committee shall be responsible:-

- (a) To conduct a preliminary enquiry 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 to collect necessary support material; and
- (c) To decide disciplinary action thereon.

## **10. PROCEDURE FOR ENQUIRY IN CASE OF LEAK OF UPSI:**

Employees must promptly report instances of leak of Unpublished Price Sensitive Information to the Compliance Officer or Executive Chairman or Chief Financial Officer or Chairman of the Audit Committee or to the head of the department.

On becoming aware of suo-moto or otherwise, of actual or suspected leak of Unpublished Price Sensitive Information of the Company from any Promoter, Director, Key Managerial Person, CISO, Insider, employee, designated person, support staff or any other known or un-known person, the Committee shall follow the below mentioned procedure in order to enquire and/or investigate the matter:-

### **(a) Preliminary Enquiry:**

Preliminary enquiry is a fact-finding exercise. The object of preliminary enquiry 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 on any disciplinary action.

The Enquiry Committee shall appoint and/or authorize any person(s), as it may deem fit, to initiate/conduct an enquiry to collect the relevant fact, material substances on actual or suspected leak of UPSI.

**(b) Report of Preliminary Enquiry to the Enquiry Committee:**

The Person(s) appointed/authorized to enquire the matter of actual or suspected leak of UPSI submit his/her report to the Enquiry Committee within 10 working days from the date of his appointment on this behalf.

**(c) Disciplinary Action:**

The Disciplinary action(s) shall include wage freeze, suspension, recovery, termination of employment contract/agreement etc., as may be decided by the Members of the Enquiry Committee.

**11. AMENDMENT**

The Board of Directors of the Company, subject to 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.

This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.