

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

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1. Introduction

The Securities and Exchange Board of India (SEBI) vide Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as “**the Regulations**”) mandates every listed company to frame a “Code of Conduct” to regulate, monitor and report trading by its Designated Persons and their immediate relatives towards achieving compliance with the Regulations by adopting minimum standards set out in Schedule B to the Regulations without diluting provisions of the Regulations in any manner.

In order to comply with the mandatory requirement of Regulation 9 of the aforesaid Regulations, **JYOTHY LABS LIMITED** (hereinafter referred to as “**the Company**”) has framed this Code of Conduct to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information by any person.

Every Promoter(s), Director(s), Officer(s), Insider(s) and Connected Person(s) of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. None of the above referred persons shall use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party. Such persons are prohibited from communicating or counselling others with respect to the securities of the Company. Such persons should also refrain from profiteering by misusing the unpublished price sensitive information and thereby enabling the Company to retain investors’ confidence.

To achieve these objectives, the Company hereby notifies this Code of Conduct which shall be followed by all the Designated Persons including Promoter(s), Director(s), Officer(s), Insider(s) and Connected Person(s) of the Company and their immediate relatives.

2. Definitions

As used in this Code, the following expressions shall, unless repugnant to the meaning or context thereof, have the following meanings:

2.1 “Act” means the Securities and Exchange Board of India Act, 1992.

2.2 “Board” means Board of Directors of the Company.

2.3 “Code” means this Code of Conduct for regulating, monitoring and reporting of trading by Designated Persons and their immediate relatives and any modifications and amendments made thereto from time to time.

2.4 “Chief Investor Relations Officer” or CIRO means the Company Secretary of the Company or any officer appointed by the Board as such in accordance with the Regulations.

2.5 “Compliance Officer” shall have the meaning assigned to it under Regulation 2(1)(c)

of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time. The Company Secretary of the Company shall act as the Compliance Officer for the purpose of the Regulations.

2.6 “Connected Person” means, -

(i) any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship, whether temporary or permanent, with the company, that allows such a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established -

- (a) a relative of connected persons specified in (i) above;
- (b) a holding company or associate company or subsidiary company; or
- (c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
- (d) an investment company, trustee company, asset management company or an employee or director thereof; or
- (e) an official of a stock exchange or of clearing house or corporation; or
- (f) a member of board of trustees of mutual fund or a member of the board of directors of the asset management company of a mutual fund or an employee thereof; or
- (g) a member of the board of directors or an employee, of a public financial institution as defined in section 2(72) of the Companies Act, 2013; or
- (h) an official or an employee of a self-regulatory organization recognised or authorized by SEBI; or
- (i) a banker of the Company; or
- (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his relative(s) or banker of the Company, has more than ten percent of the holding or interest; or
- (k) a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or
- (l) a person sharing household or residence with a connected person specified in sub-clause (i);

2.7 “Designated Persons” shall include:

- (a) Promoters;
- (b) Directors;
- (c) Key Managerial Personnel of the Company as defined under Section 203 of the Companies Act, 2013 including the Compliance Officer designated as such in terms

- of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (d) All employees designated as Heads of a Function, Presidents, Vice Presidents and General Managers of the Company;
 - (e) Employees of Accounts, Finance, Secretarial and Legal Departments who may be engaged in preparation of financial results/ Board Agenda or may handle UPSI;
 - (f) Other employees of the Company or group company as may be designated as such from time to time for the purpose of this code by the Compliance Officer;
 - (g) Any other Connected Person designated by the Company on basis of their functional role and
 - (h) Immediate relatives of (a) to (g) above.

2.8 "Director" means a director for the time being of the Company.

2.9 "Employee" means every employee for the time being of the Company.

2.10 "ESOP" means Employee Stock Options/benefits as may be granted to any of the employee of the Company or holding/subsidiary company from time to time in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

2.11 "Generally available information" means information that is accessible to the public on non-discriminatory basis.

2.12 "Immediate relative" means a spouse of a person, and includes parent, sibling and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

2.13 "Insider" means any person who is

- a) a connected person; or
- b) in possession of or having access to Unpublished Price Sensitive information (UPSI).

2.14 "Officer" means and includes Key Managerial Personnel and any employee of the Company in accordance with whose directions or instructions the Board or any one or more of the Directors is or are accustomed to act, including an auditor of the Company.

2.15 "Perpetual Insider is the person who is perpetually in possession or deemed to be perpetually in possession of UPSI and shall include Promoter(s) and Promoter Group (including artificial person), Directors, Key Managerial Personnel and any person as the Chairman or the Board of Directors of the Company may in its absolute discretion decide, and their immediate relatives.

In case a question arises as to the status of a person as Perpetual Insider, it will be the sole responsibility of the concerned person to defend himself/ herself/ itself about the status and/ or to pay/ suffer any consequences thereof.

2.16 a. “Promoter” shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

b. “Promoter group” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

2.17 “Regulations” means SEBI (Prohibitions of Insider Trading) Regulations, 2015, as amended from time to time.

2.18 “Relative” shall mean the following:

- i. spouse of the person;
- ii. parent of the person and parent of its spouse
- iii. sibling of the person and sibling if its spouse
- iv. child of the person and child of its spouse
- v. spouse of the person listed at sub-clause (iii); and
- vi. spouse of the person listed at sub-clause (iv)

2.19 “SEBI” means the Securities and Exchange Board of India.

2.20 “Securities” means the securities of the Company which are listed on recognised stock exchanges and includes rights & interests thereof.

2.21 “Stock Exchanges” means the recognised stock exchanges where securities of the Company are listed.

2.22 “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.

2.23 “Trading day” means a day on which the recognised stock exchanges are open for trading.

2.24 “Trading Window” shall have the meaning ascribed thereto in Paragraph 5 of this Code.

2.25 “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 be, including but not restricted to, the 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 award or termination of order/ contracts not in the normal course of

- business and such other transactions;
- v) Changes in key managerial personnel, other than due to superannuation or end of term, and resignation of 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.

2.26 Interpretation

- (a) Words importing the singular number shall include the plural number and vice versa.
- (b) Words importing the masculine gender shall include the feminine gender and vice versa.
- (c) Words and expressions used in this Code but not defined herein shall have the meanings respectively assigned to them under 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.
- (e) The Annexures form an integral part of this Code.

3. Compliances:

3.1 The Compliance Officer shall report to the Board of Directors at least once in a year and place before the Chairperson of the Audit Committee on a quarterly basis, all the details of the dealing(s) in the Securities by Designated Persons and Immediate relatives and the accompanying documents that such persons had executed in accordance with the pre- dealing procedure prescribed under this Code.

3.2 For the removal of any doubts it is reiterated that the Company or Compliance

Officer shall not in any way be responsible or liable and the concerned Insider alone shall be responsible and liable for any violation or contravention of the Regulations or any laws in this regard.

4. Preservation of "Unpublished Price Sensitive Information" ("UPSI")

4.1 No Insider shall communicate, provide or allow access to any UPSI relating to the Company or its securities listed or proposed to be listed to any person including other Insiders except where such communication is in furtherance of legitimate purposes, performances of duties or discharge of legal obligation.

4.2 All information shall be handled within the organisation on a need-to-know basis. UPSI shall not be communicated to any person including employees of the Company unless such information is needed in furtherance of legitimate purposes or to discharge or perform their duties and responsibilities.

4.3 No person shall procure from or cause the communication by any Insider of UPSI, relating to the Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

4.4 Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these Regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with these Regulations.

4.5 Notwithstanding anything mentioned in 4.1 to 4.4 above an 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 Takeover Regulations where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interest of the Company;
- (ii) not attract the obligation to make an open offer under Takeover Regulations but where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interest of the Company and the information that constitutes UPSI 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 may determine to be adequate and fair to cover all relevant and material facts.

4.6 For purposes of 4.5 above, the Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential and shall not otherwise trade in securities of the Company when in possession of UPSI.

4.7 The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number or any other

identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

4.8 A Designated Person, who is reasonably expected to have access to UPSI or has had access to such information, shall ensure that:

- (i) files containing such information are kept secure;
- (ii) computer files have adequate security of login through a password; and
- (iii) follow the guidelines for maintenance of electronic records and systems as prescribed by the Compliance Officer from time to time in consultation with the person in charge of the information technology function.

4.9 No Insider/ Designated Person shall trade in or create pledge on securities of the Company when in possession of UPSI.

4.10 Insider traded when in possession of unpublished price sensitive information is what would need to be demonstrated at the outset to bring a charge. Once this is established, it would be open to the insider to prove his innocence by demonstrating the circumstances mentioned in Regulation 4 of the Regulations, failing which he would have violated the prohibition.

4.11 In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the SEBI.

5. Trading Window

5.1 The Compliance Officer may in consultation with the Board, specify a trading period (hereinafter referred to as “the Trading Window”) for Dealing in the Securities of the Company.

5.2 The Trading Window for dealing in the Securities shall be closed at the time of-

- i) Financial results;
- ii) Dividends;
- iii) Change in capital structure;
- iv) Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business, award or termination of order/ contracts not in the normal course of business and such other transactions; and
- v) Changes in key managerial personnel other than due to superannuation or end of term.

5.3 The Trading Window shall be closed when the Compliance officer determines that a Designated person can reasonably be expected to have possession of UPSI.

In any case the Trading Window shall remain closed from the first calendar day succeeding

the last day of any financial period for which financial results are required to be announced by the Company till the end of forty eight hours after such financial results become generally available.

The Trading Window shall remain closed from 7 days before the date of the board meeting at which the other UPSI is due to be considered till the end of forty eight hours after the information becomes generally available.

5.4 All the Designated Persons shall conduct, and cause their immediate relatives to conduct, their Dealings in the Securities only when the Trading Window is open after obtaining necessary pre-clearance approval in terms of paragraph 7 of this code.

5.5 No Designated Person or Immediate Relative shall deal in any transaction involving the purchase or sale of or creation of pledge on the Securities during the periods when the Trading Window is closed as may be specified by the Compliance Officer from time-to-time.

5.6 The Trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company

5.7 The Designated Persons who participate in the Company's employee stock option plan ("ESOP"), if any, shall not sell the Securities allotted to them on exercise of their ESOPs when the Trading Window is closed PROVIDED HOWEVER THAT the exercise of such ESOPs by them shall be permitted when the Trading Window is closed.

5.8 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.

6. Trading Plans:

6.1 A Insider shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

Note: *This provision intends to give an option to persons who may be perpetually in possession of UPSI (i.e a Perpetual Insider) and enabling them to trade in securities in a compliant manner. This provision would enable the formulation of a trading plan by a Perpetual Insider to enable him to plan for trades to be executed in future. By doing so, the possession of UPSI when a trade under a trading plan is actually executed would not prohibit the execution of such trades that he had pre-decided even before the UPSI came into being.*

6.2 Such trading plan shall:

- i. Not entail commencement of trading on behalf of the Perpetual Insider earlier than 120 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 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 not exceeding five consecutive trading days and price limit that is an upper 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 percent 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 sand upto twenty percent lower than such closing price.
- iv. Not entail trading in securities for market abuse.

6.3 The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan. Before granting approval the Compliance Officer may insist that the Perpetual Insider declares that he is not in possession of UPSI or that he would ensure that any UPSI in his possession becomes generally available before he commences executing his trades under 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.

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 execute any trade in the securities outside the scope of the trading plan. Further, if an Insider has set a price limit for a trade, the Insider shall execute the trade only if the execution price of the security is within such limit

6.5 The trading plan shall not be commenced if an UPSI in possession of the Perpetual Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation of the trading plan.

6.6 The Compliance Officer shall approve or reject the trading plan within two working 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.

7. Pre-Clearance of dealing in Securities

7.1 Applicability

In case a Designated Person and/ or his Immediate relatives, or any Employee intends to Deal in the Securities of the Company in a calendar quarter ***above the threshold limit of Rs. 10,00,000/- (Ten Lac) (transaction value)*** during the period other than the trading window closure period then they shall obtain a *pre-dealing* approval for the proposed transaction as per the pre-dealing procedure prescribed hereunder.

7.2 Pre-dealing Procedure

7.2.1 The concerned Designated Person shall, for the purpose of obtaining a pre-dealing approval, make an application in the form specified in Annexure 5 hereto to the Compliance Officer, who shall forward a copy of the same to the Managing Director.

No Designated Person shall apply for pre-clearance of any proposed trade if such Designated Person is in possession of UPSI even if the trading window is not closed.

7.2.2 Such application should be complete and correct in all respects and should be accompanied by (i) an undertaking in the form specified in Annexure 6 hereto; and (ii) such other documents as may be prescribed by the Compliance Officer from time-to-time.

7.2.3 The application for pre-dealing approval with enclosures shall be sent by the Designated Person through electronic mail to the address secretarial@jyothy.com followed by hard copies of the same.

7.3 Approval

7.3.1 The Compliance Officer shall consider the application made as per paragraph 7.2 above and shall convey his approval / rejection to the same through electronic mail and forward a copy of the same to the Chairperson and Managing Director.

7.3.2 Every such approval shall be issued in the form specified in Annexure 7 hereto. Every approval shall be dated and shall be valid for a period of 1 (one) week from the date of approval.

7.3.3 The Compliance Officer shall convey his decision to the concerned Designated Person within 3 working days of receipt of the application. Failure by the Compliance Officer to respond within the above stipulated period shall be deemed to be a rejection of the application. In such case, the Designated Persons must apply to the Compliance Officer for pre clearance of the transaction covered under the said approval once again.

7.3.4 In the absence of the Compliance Officer, the Board may delegate performance of the duties and responsibilities referred to in this paragraph as it may deem appropriate.

7.3.5 An application for pre-dealing approval by Compliance Officer shall be approved by

Board of Directors of the Company.

7.4 Completion of Pre-Cleared Dealing

7.4.1 All Designated Persons shall complete execution of the pre-cleared deal in respect of the Securities not later than 1 (one) week from the date of the approval and file the details of such deal, with the Compliance Officer within 2 working days thereof.

7.4.2 If a deal is not executed within 1 (one) week as above, the Designated Persons must apply to the Compliance Officer for pre clearance of the transaction covered under the said approval once again.

8. Holding Period

8.1 Any Designated Person and his/ her Immediate Relatives who buy or sell any number of shares of the Company shall not execute a contra trade i.e. an opposite transaction to sell or buy any number of securities during the next six months (183 days) following to prior transaction. *This restriction about the Holding period shall survive for six months (183 days) of cessation of the status of Designated Person or his/ her Immediate Relative or Employment as the case may be or of date of prior transaction whichever is earlier.*

8.2 Requirement of holding period and/ or restriction on contra trade shall not be applicable in respect of securities acquired under ESOP and sale of shares so acquired, i.e. i) Exercise of ESOPs shall not be considered to be “trading” except for the purposes of Chapter III of the Regulations i.e. reporting requirements. ii) Other provisions of the Regulations and Code

e.g. Possession of UPSI, Trading window, pre-clearance of dealings, reporting requirements etc. shall apply to the sale of shares acquired under ESOP.

Enumerated below are the few instances for guidance purpose which will not construe as contra trade for this purpose:

(i) If a designated person has sold/ purchased shares, he can subscribe and exercise ESOPs at any time after such sale/purchase, without attracting contra trade restrictions.

(ii) Where a designated person acquires shares under an ESOP and subsequently sells/pledges those shares, such sale/ pledge shall not be considered as contra trade.

(iii) Where a designated person purchases some shares (say on August 01, 2015), acquires shares later under an ESOP (say on September 01, 2015) and subsequently sells/pledges (say on October 01, 2015) shares so acquired under ESOP, the sale will be a contra trade. .

(iv) Where a Designated Person sells shares (say on August 01, 2015), acquires shares later under an ESOP (say on September 01, 2015) the acquisition under ESOP shall not be a contra trade. Further, he can sell/pledge shares so acquired under ESOP at anytime thereafter without attracting contra trade restrictions. He, however, will not be able to purchase further shares during the period of six months from August 01, 2015 when he had

sold shares.

8.3 Restrictions with regard to contra trade shall apply to market intermediaries and other persons who are required to handle UPSI in the course of Business operations.

8.4. Derivative contracts entered by the Designated Persons and settled in cash on expiry shall be considered as contra trade. However trading in index futures or such other derivative where the security of the Company is part of such derivatives need not be reported.

8.5. Restriction of Contra trade shall not be applicable in case of buy back offers, open offers, rights issue, FPOs, bonus, etc made by the Company of its securities.

8.6 In case the sale of Securities is necessitated by personal emergency, the holding period referred to above may be waived by the Compliance Officer on application by the Designated Person in the form specified in Annexure 9 here to after recording reasons in this regard. It may however, be noted that in terms of the Regulations, no such sale will be permitted when the Trading Window is closed.

8.7 In case a contra trade is executed, inadvertently or otherwise, in violation of this Code, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Education and Protection Fund.

9. Reporting Requirements

9.1 Every Promoter, Key Managerial Personnel and Director of the Company shall disclose his holding of securities of the Company in the form specified in Annexure 1 hereto as on the date of these Regulations taking effect, to the Compliance Officer within thirty days of these Regulations taking effect;

9.2 Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a Promoter, in the form specified in Annexure 2 hereto to the Compliance Officer within seven days of such appointment or becoming a Promoter.

9.3 The disclosures as specified in 9.1 and 9.2 above shall be made even if holdings on the relevant date are 'NIL'.

9.4 Every Promoter, Employee and Director of the Company shall disclose to the Compliance officer in the form specified in Annexure 3 hereto the number of 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 ten lakh rupees and every subsequent trade in that calendar quarter;

9.5 The Compliance officer shall notify the particulars of such trading referred to in 9.4 above to the Stock Exchanges within two Trading Days of receipt of the disclosure or from becoming aware of such information.

9.6. The 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 the form specified in Annexure 4 hereto at such frequency as may be determined by the Company in order to monitor compliance with these Regulations.

9.7 Every Designated person shall disclose his holding of securities of the Company as on March 31st of every year by April 15 in the form specified in Annexure 10 hereto to Compliance Officer.

9.8 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. The disclosures of trading in Securities shall also include trading in derivatives of Securities and the traded value of the derivatives shall be taken into account for the purpose of this Code.

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

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

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

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

10. Penalty for contravention of Code of Conduct

10.1 Every Designated Person, to whom this Code is applicable, shall be individually responsible for complying with the provisions of this Code (including to the extent the provisions hereof are applicable to his/her Immediate Relatives).

10.2 Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of the Code may be penalised and appropriate action may be taken by the Company.

10.3 Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery clawback withholding of promotions, ineligibility for future participation in employee stock option plans, etc.

10.4 The action by the Company shall not preclude SEBI from taking any action in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

11. Intimation to SEBI in case of violation of Regulations

In case it is observed by the Company / Compliance Officer that there has been a violation of the Regulations, SEBI shall be intimated accordingly.

12. Clarifications

For all queries concerning this Code, the Designated Persons may please contact the Compliance Officer. The decision of **Compliance Officer** shall be final and binding.

In case of matters not covered by this Code, the provisions contained in the Regulations issued by SEBI shall prevail. Further, in case of any conflict between this Code and the Regulations issued by SEBI, the latter shall prevail.

13. Amendments

The Board may, at any time, modify, alter and amend the provisions of this Code whether pursuant to changes/ amendment made by SEBI or otherwise

14. Disclaimer

This Code is the internal policy of the Company to prevent the Insiders from Trading in Securities of the Company. However, it is primarily the responsibility of every Designated Person/ Insider to ensure compliance with the provisions of the Regulations and other related laws. The Company or Compliance Officer shall not in any way be responsible or liable and the concerned Insider alone shall be responsible and liable for the consequences of any violation or contravention of the Regulations or any laws in this regard.

In case a question arises with regard to status of any person or with regard to possession of UPSI by a person, it will be the sole responsibility of the concerned person to defend himself/ herself/ itself about the status and/ or possession of UPSI, and for the consequences thereof.

*_*_*_*_*

The Code has been approved and adopted by the Board of Directors of the Company on Thursday, March 14, 2019. The Code was further reviewed and amended by the Board of Directors of the Company effect from May 12, 2025.

FORM A

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]

Name of the company: _____

ISIN of the company: _____

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

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relative to/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

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

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		
Contract Specifications	Number of units (contracts)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts)	Notional value in Rupee terms
6	7	8	9	10	11

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

Name & Signature: _____

Designation: _____

Date: _____

Place: _____

FORM B

**SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation
7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a
director/KMP/Promoter]**

Name of the company: _____

ISIN of the company: _____

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

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters / KMP / Directors/immediate relative to/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
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives of the company 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).

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		
Contract specifications	Number of units (contracts)	Notional value in Rupee terms	Contract specifications	Number of units (contracts)	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: _____

FORM C**SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]**

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/ KMP / Director / 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/		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debent	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke / Invoke)	Type of security (For eg. – Shares, Warrants, Convertible	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

Annexure 3 (Contd)

Details of trading in derivatives of the company by Promoter, Employee 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:

FORM D (Indicative format)

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. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/		Date of intimation to company	Mode of acquisition/disposal (on market/public/rights/Preferential offer / off market/Inter-se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debent	No.	Value	Transaction Type (Buy/Sale/Pledge / Revoked	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

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
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

: Place:

Annexure -5
(to be submitted in duplicate)
Application for Pre-clearance of Trade
(For Promoter Director/ KMP/ Connected Persons)*

To,
The Compliance officer,
Jyothy Labs Limited,
Mumbai.

1. Name of the applicant
2. Designation/ Nature of Relation:
3. Employee No. * (if applicable) and Location:
4. Nature of securities held: *Equity shares
5. Number of securities in the Company held as on date:
6. Nature of proposed dealing for which approval is sought: Purchase/ Sales of securities
7. Name of proposed Buyer/ Seller in case off Market Transaction
8. Estimated number of securities proposed to be acquired/ subscribed/ sold:
9. Date of Purchase/ Allotment in case application is for sale of securities.
10. Other Details:

Name of Depository Participant:

DP ID No. :

Client ID No.*/ Folio No*:

*Strike whichever is not applicable

I attach herewith the form of undertaking duly executed by me.

Place:

Date:

Signature_____

Name: _____

NB:

1. No application for pre-clearance can be made during closure of trading window; neither can any pre-cleared transaction be carried out during closure of trading window.
2. Pre-clearance will be required in case Directors(s)/ KMP/ Promoter(s)/ Designated Person(s) intend to deal in securities of the Company in a calendar quarter above the threshold limit of Rs.5,00,000/- (five Lac) (transaction value).
3. Pre-cleared order shall be valid upto 7 calendar days from the date of Approval.

ANNEXURE 6

(On Stamp Paper of Rs.500/-)

FORMAT OF UNDERTAKING THAT SHOULD ACCOMPANY THE APPLICATION FOR PRE- DEALING

To,
Jyothy Labs Limited
Mumbai

I, _____, residing at _____, am a Director /Officer/Employee of Jyothy Labs Limited ("the Company").

I declare that I do not have any access and have not received and that I am not aware or in know of any Unpublished Price Sensitive Information as defined in the Company's Code of Conduct for Prevention of Insider Trading ("the Code") up to and including the date of this Undertaking.

I shall, in case I have access to, or receive or become aware or come to know/ posses of any Unpublished Price Sensitive Information after the date hereof, but before execution of the transaction referred to in my application dated_____, inform the Compliance Officer of the change in my position and completely refrain from dealing in the Securities as defined in the Code till the time such Unpublished Price Sensitive Information becomes public.

I declare that I have not contravened any provision of the Code or the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

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

I am aware that I shall be liable to face penal consequences as set forth in the Code including disciplinary action there under, in case the above declarations are found to be misleading or incorrect in any respect.

I hereby agree to indemnify and keep the Company, its Directors and its officers including Company Secretary and / or Compliance Officer indemnified from and against all and any penalties/fines that may be imposed on them by the Securities and Exchange Board of India and/or any other statutory authorities as a result of contravention by me or on my behalf of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code prescribed by the Company.

(Signature of Applicant)

Date:

Place:

ANNEXURE 7

FORMAT FOR PRE-DEALING APPROVAL LETTER

Date:

To,

PRE-DEALING APPROVAL/DISAPPROVAL -Your application dated _____

Dear Mr/Ms. _____

With reference to your above application seeking approval for undertaking transactions in Securities of the Company as detailed therein, please be informed that you are hereby authorised/not authorised to execute the transaction(s) as detailed in your said application.

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

This approval is subject to the condition that, if you come to know/ possess or become aware of any Unpublished Price Sensitive Information, you shall suo motto stop all further transactions immediately and seek fresh approval for any transaction after such information has become public.

You have undertaken to indemnify and keep indemnified the Company, its Directors and its Officers including Company Secretary and/ or Compliance Officer from and against all and any penalties/ fines that may be imposed on them by Securities and Exchange Board of India and/ or any other Statutory Authorities as a result of any contravention by you or on your behalf of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code prescribed by the Company.

This approval is valid till _____ (i.e. for {1} week). If you do not execute the approved transaction/deal on or before this date you would have to seek fresh pre-dealing approval before executing the same.

Further, you shall file the details of executed transaction in the prescribed format within two days from the date of such transaction/ dealing. In case no transaction is executed within seven days, a NIL report should be submitted.

You shall not execute a contra trade within 6 months from the date of your latest transaction.

Yours truly,

For Jyothy Labs Limited

Compliance Officer

CONFIRMATION OF TRANSACTION/ DEAL

To,
The Compliance officer,
Jyothy Labs Limited
Mumbai.

I hereby inform that in the furtherance of your pre clearance order dated_____for
Purchase/ Sale of___shares, I

- have not bought/ sold/ subscribed any securities of the Company for the following reasons

- have bought/ sold/ subscribed_____securities as mentioned below on date_____

Name of holder	DP ID/Client ID/ Folio No.	Holding before the Transaction	Holding after the transaction	No. of securities dealt with	Bought/ sold/ subscribed	Price (Rs.)

In connection with the aforesaid transaction(s) I hereby undertake to preserve, for a period of 5 years and produce to the Compliance officer/ SEBI any of the following documents:

1. Brokers contract note
2. Proof of payment to/ from broker
3. Extract of bank passbook/ statement (to be submitted in case of demat transaction)
4. Copy of delivery instruction slip (applicable in case of sale transaction)

I shall not enter into a contra trade within 6 months from the previous transaction.

(Signature)

Date:

APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD IN CASE OF EMERGENCY
[For Promoter(s), Director(s), Officer(s), Insider(s) and Connected Person(s)]

Date: _____

To,
The Compliance Officer,
Jyothy Labs Limited
Mumbai.

Dear Sir/ Madam,

I request you to grant me waiver of the minimum holding period of 6 months as required under the Code of Conduct for prevention of insider trading with respect to _____ shares of the Company held by me singly/ jointly which were acquired by me on _____ (Date). I desire to deal in the said shares on account of _____ (give reason)

Thanking you,

Yours Faithfully,
(Name)
(Designation)
(Department)
(Employee No.)

APPROVAL GRANTED/ REJECTED

FOR JYOTY LABS LIMITED

Compliance officer

Date:

ANNEXURE 10

To
The Compliance Officer,
Jyothy Labs Limited
Mumbai.

Annual disclosure

I. Statement of Shareholdings of Promoter(s), Key Managerial Personnel, Director(s)/ Designated Persons/ Connected Persons

Name	Designation	Department	No. of Shares held on April 1, _____	No. of shares bought during April _____	No. of shares sold during April _____ to _____	No. of shares held on March 31, _____

II. Details of shares held by Immediate relative(s) (as applicable)

Name	Relationship	No. of Shares held on April 1, _____	No. of shares bought during April _____	No. of shares sold during April _____ to _____	No. of shares held on March 31, _____

I/ We declare that the shares sold have been held by me/ us for a minimum holding period of 183 days.

I/ We further declare that the above disclosure is true and correct and is in accordance with the previous disclosures given to the Company.

Place:

Date:

Signature:

Name: