

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

[Adopted by the Board of Directors on May 27, 2025]

POOJAWESTERN METALIKS
LIMITED

1. Introduction

- 1.1. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“**SEBI PIT Regulations**”) seek to govern the conduct of insiders, connected persons and persons who are deemed to be connected persons on matters relating to Insider Trading (*defined below*).
- 1.2. Insider Trading involves trading in the securities of a company listed or proposed to be listed, by connected or any persons in possession of or with access to unpublished price-sensitive information not available to the general public, who can take advantage of or benefit from such unpublished price sensitive information. Trading in securities by an ‘insider’ is regarded as unfair when it is predicated upon the utilization of ‘inside’ information to profit at the expense of other investors who do not have access to the same information (“**Insider Trading**”).
- 1.3. This policy is only an internal code of conduct and one of the measures to avoid Insider Trading. It will be the responsibility of each person covered under the SEBI PIT Regulations to ensure compliance with the applicable laws.

2. Definitions

- 2.1 “**Act**” means the Securities and Exchange Board of India Act, 1992 (15 of 1992) and the rules and regulations formed, circulars and guidelines issued thereunder.
- 2.2 “**Board**” means the Board of Directors of POOJAWESTERN METALIKS LIMITED.
- 2.3 “**Chinese Wall**” means all information shall be handled within the organization on a need- to-know basis and no UPSI (*defined below*) shall be communicated to any person except in furtherance of the insider’s legitimate purposes, performance of duties or discharge of his legal obligations.
- 2.4 “**Code**” or “**Code of Conduct**” shall mean this code for prohibition of Insider Trading.
- 2.5 “**Company**” means POOJAWESTERN METALIKS LIMITED.
- 2.6 “**Compliance Officer**” means Chief Financial Officer of the Company or any other senior officer, designated so from time to time and reporting to the Board, in case Board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI PIT Regulations, and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information (UPSI), monitoring of trades and the implementation of the Code under the overall supervision of the Board of the Company. The Company Secretary shall hold the position of the Compliance Officer so long as he/ she remains the Company Secretary of the company. In the event of the office of the Company Secretary falling vacant till such time a successor is appointed, the Managing Director shall, in the interim period act as the Compliance Officer.
In order to discharge his/ her functions effectively, the Compliance Officer shall be adequately empowered and provided with adequate manpower and infrastructure to effectively discharge

his/ her function. In the performance of his/ her duties, the Compliance Officer shall have access to all information and documents relating to the Securities of the Company.

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

2.7 The term “**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.

2.8 “Connected Person” means any person who is or has during the six months prior to the concerned act, been associated with the Company, directly or indirectly, in any capacity 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 between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to UPSI or is reasonably expected to allow such access.

2.9 “Deemed to be connected person” means that 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 –

- an immediate relative of Connected Persons specified above; or
- holding company or associate company or subsidiary company; or
- an intermediary as specified in Section 12 of the SEBI Act or an employee or director thereof; or
- an investment company, trustee company, asset management company or an employee or director thereof; or
- an official of a stock exchange or of clearing house or corporation; or
- a member of Board of trustees of a Mutual Fund or a member of the Board of Directors of the Asset Management Company of a Mutual Fund or is an employee thereof; or
- a member of the Board or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- an official and/or an employee of a self-regulatory organization recognized or authorized by the Board; or
- a banker of the Company; or
- a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

2.10 “Contra Trade” means a trade or transaction which involves buying or selling any number of securities of the Company and within 6 months, trading or transacting in an opposite transaction involving sell or buy following the prior transaction.

2.11 “Designated Persons” shall include –

- Promoters & Promoter Group of the Company;
- Members of the Board of the Company;

- Key Managerial Personnel and Senior Management who shall have the same meaning as defined under Regulation 16(1)(d) of SEBI Listing Regulations.;
- Employees of the Company and its material subsidiaries based on their functional role including but not limited to corporate finance, controllership, human resource, legal, treasury, marketing, sales secretarial department, information technology department and any other departments, as deemed necessary in the opinion of the Compliance Officer; any other employee designated by the Compliance Officer, either for a specific period of time or for an indefinite period of time, based on such person's role, function, designation and seniority;
- Employees of material subsidiaries of the Company designated based on their functional role or access to UPSI in the organization by their Board of Directors;
- Any support staff of the Company, such as information technology staff or secretarial staff, legal staff, finance staff, or strategy staff who have access to UPSI;
- Such other persons as may be identified by the Compliance Officer on a case-to- case basis, who could be reasonably expected to have access to UPSI relating to the Company.

2.12 Employee” means every employee of the Company, including the directors who are in employment of the Company.

2.13 “Generally available information” means information that is accessible to the public on a non- discriminatory basis and shall not include unverified events or information reported in print or electronic media.

2.14 “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;

2.15 “Informant” means an individual, who voluntarily submits to the SEBI a Voluntary Information Disclosure Form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under the SEBI PIT Regulations, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a Reward (*defined below*).

2.16 “Insider” means any person who is:

- a connected person; or
- in possession of or having access to UPSI;

2.17 “Key Managerial Personnel” means a person as defined in Section 2(51) of the Companies Act, 2013.

2.18 “Legitimate Purpose” shall include sharing of the UPSI in relation to the following:

- Performance of duty
- Discharge of legal obligation

- Under subpoena, direction or order of a court or tribunal of competent jurisdiction;
- ordinary course of business;
- Under any requirement of legal process, regulation or governmental order, decree in compliance with applicable laws, rules or regulations;
- For any audit or for obtaining any certifications;
- On a need-to-know basis for entering into contracts or other business prospects or obtaining any legal opinion or advisory services which necessitates the same;
- any other purpose as the Board may determine for sharing of information on need- to-know basis depending upon the transaction.

2.19 “Material Subsidiary” shall be as defined under the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“SEBI Listing Regulations”) and shall mean a subsidiary of the Company whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

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

2.21 “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;

2.22 “Reward” means any gratuitous monetary amount for which an Informant is declared eligible as per the provisions of SEBI PIT Regulations.

2.23 “SEBI” means Securities and Exchange Board of India constituted under Securities and Exchange Board of India Act, 1992 and any modifications or amendments thereto for the time being in force.

2.24 “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;

2.25 “Takeover Regulations” means the Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulation, 2011 and any amendments thereto.

2.26 “Trading” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly.

2.27 “Trading Day” means a day on which the recognized stock exchanges are open for trading.

2.28 “Trading Plan” has the meaning ascribed to in Clause 5 of the SEBI PIT Regulations.

2.29 “Trading Window” means a trading period for dealing in the Company's shares during which Designated Persons and their Immediate Relatives can deal in the shares of the Company.

2.30 “Unpublished price sensitive information (UPSI)” means any information, relating to a Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- financial results;
- dividends;
- change in capital structure;
- mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
- changes in key managerial personnel
- Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the securities of the Company.

2.31 “Voluntary Information Disclosure Form” means the format which is specified under the SEBI PIT Regulations.

All other words and expressions used but not defined in the Policy but defined in the SEBI Act, 1992, Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, Companies Act 2013 and/ or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

3 Restriction on communications and trading by insider

3.1 No insider shall communicate, provide, or allow access to any UPSI, relating to securities of the Company or securities proposed to be listed by the Company, to any person including other insider except where such communication is in furtherance of legitimate purposes, the performance of duties or discharge of legal obligations.

3.2 No person shall procure from or cause the communication by any insider of UPSI, relating to securities of the Company or securities proposed to be listed by the Company, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. The information shall be shared in accordance with the below:

- Making aware such person that the information shared is or would be confidential;
- Instruct such person to maintain the confidentiality of such UPSI in compliance with these SEBI PIT regulations;
- Make aware such person the duties and responsibilities attached to the receipt of such information and the liability attached to the misuse or unwarranted use of such information

- 3.3** Any inducement and procurement of UPSI not in furtherance of one's legitimate duties and discharge of obligations would be illegal under this code.

The Company has adopted a separate code of practices and procedures for UPSI Leak Inquiry, which must be strictly followed in the event of any such occurrence

- 3.4** Notwithstanding anything contained in this Code, an UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would,
- 3.4.1** Entail an obligation to make an open offer under the takeover regulations where the board of directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company;
- 3.4.2** Not attract the obligation to make an open offer under the takeover regulations but where the board of the Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute UPSI is disseminated to be made generally available at least two (2) 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.
- 3.5** For the purpose of (3.4) 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, except for the purpose of (3) above, and shall not otherwise trade in securities of the Company when in possession of UPSI
- 3.6** The Board shall ensure that a structural 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 database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
- 3.7** The Board or head(s) of the Company of every person required to handle UPSI shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceeding.
- 3.8** Board and Designated Persons shall maintain the confidentiality of all Price Sensitive Information. Board / Designated Persons shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company. Board shall also ensure that such information has been circulated to the Compliance Officer to disclose in the Public/Stock Exchange within prescribed time.

4 Trading when in possession of unpublished price sensitive information

- 4.1** No Insider shall either on his own behalf, or on behalf of any other person, trade in Securities of the Company when in possession of any UPSI unless made in accordance with the Trading Plan as enumerated in this Code.

- 4.2** Insider who engage Portfolio Managers to trade in shares and hence the insider are expected to take due precaution while trading in securities through Portfolio Managers by:
- 4.2.1** Informing the Portfolio Managers about closure of trading window
- 4.2.2** Ensuring to seek pre-clearance, wherever applicable, when the Portfolio Manager proposes to trade in the Company's shares exceeding threshold limit and also make continual disclosures, wherever applicable, as provided in this Code.
- 4.2.3** Ensuring that the portfolio manager abides by the requirement of minimum holding period and not do contra trade as provided in this Code.
- 4.2.4** Prohibiting the Portfolio manager to trade in securities of Company's at his own discretion or when the Insider is in possession of UPSI. Despite the above, if any trading is done by portfolio managers, it will be treated as trading done by the Insider, and therefore the insider will be held responsible for any such non-compliance and subject to such penalties as specified in this Code.
- 4.3** However, following trades may be exempted even when in possession of UPSI, if it is demonstrated by the persons who undertook the trade that there is no violation of all the provisions of the Code:
- 4.3.1** Off-market inter-se transfer between insider who were in possession of the same UPSI without being in breach of Regulation 3 of SEBI PIT Regulations and both the parties had made a conscious and informed trade decision
- 4.3.2** Transaction was carried out through the block deal window mechanism between persons who were in possession of the UPSI without being in breach of Regulation 3 of SEBI PIT Regulations and both parties had made a conscious and informed trade decision;
- 4.3.3** Was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
- 4.3.4** Transaction was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations;
- 4.3.5** In the case of non-individual insider:-
- The individuals who were in possession of such UPSI were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to trade; and
 - Appropriate and adequate arrangements were in place to ensure that these SEBI PIT regulations are not violated, and no UPSI was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached
- 4.3.6** Trades were pursuant to a trading plan submitted by the insider to the Compliance officer.

5. Chinese wall procedures

- 5.1** To prevent the misuse of confidential information the Company shall adopt a "Chinese Wall" policy which separates those areas of the Company which routinely have access to

confidential information, considered “inside areas” from those areas which deal with sale/marketing/investment advice or other departments providing support services, considered “public areas”.

- 5.2 The employees in the inside area shall not communicate any Price Sensitive Information to anyone in public area.
- 5.3 The employees in an inside area may be physically segregated from employees in public area.
- 5.4 Demarcation of the various departments as inside area may be implemented by the Company.
- 5.5 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, under intimation to the compliance officer.
- 5.6 Any person, who needs access to inside areas shall first seek a prior approval of his departmental head and also give reasons for seeking entry into the inside areas.

6. Role and responsibilities of the Compliance officer

- 6.1 The Chief Financial Officer, who is the Compliance Officer of the Company, has to ensure compliance with and for effective implementation of the SEBI PIT Regulations, as well as this Code, across the Company;
- 6.2 The Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the SEBI PIT Regulations and this Code.
- 6.3 The Compliance Officer shall provide half-yearly reports of trading by Designated Persons to the chairperson of the Audit Committee and the Board.
- 6.4 The Compliance Officer shall on an annual basis confirm to the Audit Committee that the internal controls in relation to the mechanism for prevention of Insider Trading as required under the law are adequate and operating effectively.
- 6.5 The Compliance Officer shall maintain a record of the disclosures made by the designated persons for a minimum period of 5 years.
- 6.6 The Compliance Officer shall maintain a record of the Designated Employees and any changes therein along with the declarations submitted in the appropriate form given by the Designated Persons.
- 6.7 Maintain, update and preserve records, as per SEBI PIT Regulations.
- 6.8 Notify the trading plan to the stock exchanges where the securities are listed, on approval of the plan.
- 6.9 Process the pre-clearance of trade as per approval matrix.

7. Trading Plans

7.1 Insider shall have the option to formulate their Trading Plan and present the same to the Compliance Officer for approval. The Compliance Officer shall approve or reject the trading plan within two (2) 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.

7.2 Such trading plan shall –

7.2.1 Not entail commencement of trading on behalf of the insiders earlier than one hundred and twenty (120) calendar days from the public disclosure of the plan;

7.2.2 Not entail an overlap of any period for which another trading plan is already in existence;

7.2.3 Set out following parameters for each trade to be executed:

7.2.3.1 either the value of trade to be effected or the number of securities to be traded;

7.2.3.2 nature of the trade;

7.2.3.3 either specific date or time period not exceeding five (5) consecutive trading days;

7.2.3.4 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:

- for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
- for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

Explanation: 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.”

7.2.4 Not entail trading in securities of the Company for market abuse.

7.3 Provided that the implementation of the Trading Plan shall not be commenced if any UPSI in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation

Provided further that if the insider has set a price limit for a trade as per clause 7.2.3.4, 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.

7.4 The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of this Code or the SEBI PIT Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

- a. Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
- b. Provided further that trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

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

7.6 The implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any UPSI and the said information has not become generally available at the time of the commencement of implementation.

7.7 Non-implementation of the trading plan:

In case of non-implementation in full or partial of trading plan due to permanent incapacity or bankruptcy or operation of law or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

- a. The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two (2) trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any;
- b. Upon receipt of information from the insider, 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;
- c. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not;
- d. 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;
- e. In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per this Code.

8. Trading restrictions

All Designated Persons of the Company shall be subject to trading restrictions as enumerated below:-

8.1 Trading Window

8.1.1 Designated Persons may trade in the Securities of the Company only when the Trading Window is open and if they do not possess UPSI at the time of trading.

8.1.2 The Trading Window shall be closed when the Compliance Officer determines that a designated person or class of designated persons can reasonably be expected to have possession of UPSI. Further, the Trading Window shall, inter alia, be closed at the time of: -

- Declaration of Financial results (quarterly, half-yearly and annual)
- Declaration of dividends (interim and final)
- Issue of securities by way of public/ rights/bonus, etc.
- Any major acquisition/ expansion plans or execution of new projects
- Amalgamation, mergers, takeovers and buy-back
- Hearing/judgment of litigation/dispute with a material impact;
- Disposal of whole or substantially whole of the undertaking
- Any changes in policies, plans or operations of the company
- Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the securities of the Company.

8.1.3 The period of closure shall be effective from the date on which the Company sends intimation to the Stock Exchange advising the date of the Board meeting, up to 48 hours after the price sensitive information is submitted to the Stock Exchange.

8.1.4 In the case of employee stock options, exercise of options may be allowed in the period when the Trading Window is closed. However, sale/pledge of Securities allotted in exercise of employee stock options shall not be allowed when Trading Window is closed.

8.2 Pre-clearance of trades

8.2.1 When the trading window is open, trading by designated persons shall be subject to pre-clearance by the compliance officer, if the value of the proposed trades is in excess of Rs. 10,00,000 (Rupees Ten Lakhs)

8.2.2 In case of trade by Chairman and Managing Director/ Compliance Officer, the trade will be subject to the pre-clearance by the Chairman of Audit Committee.

8.2.3 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.

8.2.4 Pre-clearance will not be required for the exercise of employee stock options.

8.3 Pre-clearance Procedure

8.3.1 An application for pre-clearance of trades shall be made to the Compliance Officer in the format set out in Annexure I.

8.3.2 The Compliance Officer shall on receiving an application provide the Designated Person with an acknowledgement on the duplicate of the application. The Compliance Officer will scrutinize the application within two (2) working days of submission and communicate the approval/ refusal (along with reasons therefore) to the applicant.

8.3.3 The Designated Person shall execute their order in respect of securities of the Company within seven (7) trading days after the approval of pre-clearance is given. If the order is not executed within seven (7) trading days after the approval is given, the Designated Person must pre-clear the transaction again.

8.3.4 The Compliance Officer shall retain copies of all applications and acknowledgements. In exceptional circumstances consent may not be given if the Compliance officer is of the opinion that the proposed trade is on the basis of possession of any UPSI . There shall be no obligation to give reasons for any withholding of consent.

8.3.5 In case of dealing by the Compliance Officer(s), pre-clearance from Chairman of Audit Committee shall be required.

8.3.6 The Designated Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed.

8.3.7 Pre- Clearance of trades shall not be required for a trade executed as per an approved trading plan.

8.3.8 Trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

8.4 Other restrictions

The Designated Person shall hold their investments in securities for a minimum period of six months irrespective of mode of acquisition in order to be considered as being held for investment purposes. The Designated Person permitted to trade shall not be permitted to execute a contra trade within a period of six months from the date of said trade. In case the sale of securities is necessitated by personal emergency, the Compliance Officer may waive the holding period after recording in writing his or her reasons in this regard. An application for waiver of holding period shall be made to the Compliance Officer.

9. Disclosure requirements

9.1 Initial Disclosures

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 the holdings as on the date of appointment or becoming a Promoter, to the Company within seven (7) days of such appointment or becoming a promoter in the format set out in Annexure II.

9.2 Continual Disclosures

9.2.1 Every promoter, member of the promoter group, designated person and director of every Company shall disclose to the Company the number of such securities acquired or disposed of within two (2) trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees in the format set out in Annexure III.

9.2.2 The Compliance Officer of the Company shall notify the particulars of such trading to the Stock Exchange on which the securities are listed within two (2) trading days of receipt of the disclosure or from becoming aware of such information.

9.2.3 Designated Persons shall disclose Names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on an annual basis within thirty (30) days from the end of the financial year. In case of any changes in such information, the Designated Person shall inform the Company of such change promptly following information as per Annexure-IV:

- Immediate Relatives
- Persons with whom such Designated Person(s) shares a Material Financial Relationship
- Phone numbers including mobile numbers which are used by the above persons
- names of educational institutions from which designated persons have graduated
- names of their past employers.

‘Material Financial Relationship’ shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a Designated Person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such Designated Person but shall exclude relationships in which the payment is based on arm’s length transactions.

10. Penalty for contravention of the code

- 10.1** Any Employee/Designated Person 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.
- 10.2** An Employee/Designated Person who violates the Code shall also be subject to disciplinary action by the Company, as deemed appropriate, including wage freeze, suspension, ineligibility for future participation in employee stock option plans or such other action(s) as the Company may decide.
- 10.3** The Compliance Officer shall be responsible for informing the SEBI or Appropriate Authority about the violation of the provisions of the Code of Conduct as per applicable provisions of the Act/Regulations.
- 10.4** The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI PIT Regulations, 2015, which includes profits from such trade shall be liable for a transfer to the credit to the Investor Protection and Education Fund administered by SEBI.
- 10.5** Under Section 15G of the SEBI Act, any Insider who indulges in insider trading in contravention of Regulation 3 is liable to a penalty which shall not be less than Rs. 10 lakhs but which may extend to Rs.25 crores or three times the amount of profits made out of insider trading, whichever is higher. Under Section 24 of the SEBI Act, anyone who contravenes the Regulations is punishable with imprisonment for a maximum period of ten years or with fine which may extend to Rs. 25 crores or with both. Further, in case any person fails to pay the penalty imposed by the adjudicating officer or fails to comply with any of his directions or orders, he shall be punishable with imprisonment for a term which shall not be less than one month but which may extend to ten years, or with fine, which may extend to twenty-five crore rupees or with both.
- 10.6** In case it is observed by the Compliance Officer that there has been a violation of the Regulations by any person, he/she shall forthwith inform the Audit Committee of the Company about the violation. The penal action will be initiated on obtaining suitable directions from the Audit Committee.
- 10.7** The Board or the Committee or Compliance Officer shall promptly report the breach of the Code and action taken, if any, by the Company to Stock Exchanges / SEBI as the case may be. The report will be made in the format specified by the Stock Exchanges / SEBI in this behalf. The Company shall also maintain a database of the violation of the Code by the designated persons.
- 10.8** The Board or Committee, considering the nature and severity of the breach and after recording the reasons in writing shall decide to report any leak / suspected leak of UPSI, breach of the Code by the Designated Persons and / or the immediate relatives of the Designated Persons and action taken, if any, by the Company to Stock Exchanges / SEBI where the equity shares of the Company are listed.
- 10.9** The above actions of Company will be without prejudice to any civil or criminal action that the regulatory authorities may initiate against such Designated Person.

11. Amendment

The Board reserves its right to amend or modify the code in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding unless the same is notified in writing.

ANNEXURE I

APPLICATION FOR PRE-CLEARANCE OF TRADE

Date:

The Compliance Officer,
POOJAWESTERN METALIKS LIMITED

Dear Sir/Ma'am,

I intend to deal in the Securities of Company. Detailed particulars of proposed transaction are as follows:

S. No.	Particulars	Particulars
1.	Name of the Applicant	
2.	Designation, Department & Employee Code	
3.	DPID-Client Id & Details of Depository	
4.	Name(s) of Account Holder(s)	
5.	Relation with Designated Person	
6.	No. of Securities held (including those held by Immediate Relatives) before proposed transaction:	
7.	Nature of proposed transaction (Purchase / sale/other)	
8.	No. of Securities to be traded (including by Immediate Relatives):	
9.	Estimated value of Securities to be dealt in proposed transaction (including by Immediate Relatives):	

I confirm that:

- I do not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
- In case I get access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance officer of the change in his position and that I would completely refrain from dealing in the securities of the Company till the time such information becomes public.
- I have not contravened the provisions of the code of conduct for prevention of Insider Trading Rules as framed by the Company.
- If approval is granted, I shall execute the trade within seven (7) days of the receipt of approval failing which I shall seek pre-clearance afresh.
- I undertake to submit the trading report within two (2) days of execution of the transaction or a 'Nil' report if the transaction is not undertaken.
- All information given above is true to the best of my knowledge and belief.

You are requested to pre-clear the above transaction. Thanking you.

(Signature)

Place: Name:

Designation:

Annexure II

FORM A

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the promoter group]

Name of the Company: POOJAWESTERN METALIKS LIMITED

ISIN of Company:

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

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of security (For e.g. - Shares, Warrants, Convertible Debentures, etc.)	No. of Securities	
(1)	(2)	(3)	(4)	(5)	(6)

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

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

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

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

Date:

Signature:

Place: Name:

Designation:

Annexure III

FORM B

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

Name of the Company: POOJAWESTERN METALIKS LIMITED

Details of change in holding of Securities of Employee or Director

Name, PAN, CIN/DI N, & addres s with contact nos.	Category of Person (Promote r/ member of the promoter group/de signated person/Di rectors/ Immediat e Relative to/others. etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotmen t advice/ acquisiti on of shares/ disposal of shares specify		Date of intimati on to compa ny	Mode of acquisiti on / disposal (on market/p ublic/ rights/ preferent ial offer / off market/ Inter-se transfer, ESOPs etc.)	Exc ha nge on whi ch the tra de wa s exe cut ed
		Type of security For e.g. - Shares, Warrants, Convertibl	No. and % of shareho lding	Type of security (For e.g. – Shares,	No.	Valu e	Trans act ion Type (Purch ase/ 	Type of security (For e.g. – Shares, Warrants ,	No. and % of Shareholdin g	Fro m	To			

		e Debenture s, Rights entitlemen ts, etc.)		Warrant s, Convert ible Debent ures, Rights entitlem ents, Etc.)			Sale/ Pledge / Revoc ation/ Invoca tion/O thers- Pleas e specif y)	Converti ble Debentur es, Rights entitleme nts, Etc.)						
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

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

Details of trading in derivatives of the Company by Employee or Director

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 in Rupee terms	Number of units (contracts * lot size)	Notional Value in Rupee terms	Number of units (contracts * lot size)	
(16)	(17)	(18)	(19)	(20)	(21)	(22)

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

Date:

Place:

Signature:

Name & Employee Code:

