# CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

(Internal Procedures and Conduct)

Regulation 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 requires a listed Company to formulate a code of conduct to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with the said regulations.

The Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every designated persons of the Company have a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the company. No designated person may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

To achieve these objectives, Roto Pumps Limited (herein after referred to as "the Company") hereby notifies that this code of conduct is to be followed by all designated persons and connected persons. The Company had appointed the Company Secretary as Compliance Officer.

## DEFINTIONS

**"Designated Persons"** shall include:

(a) All members of the Board of Directors of the Company and Key Managerial Personnel of the Company;
(b) Every promoter of the Company;
(c) Every employee in the finance, accounts and secretarial department of the Company;
(d) Every employee at Asstt. General Manager and above;
(e) Any other employee as may be determined and informed by the Compliance Officer from time to time;
(f) Immediate relatives of Sl. No. (a) to (e) above.

**"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;

"**Connected person**" means,-

(i) any person who is or has during the six months prior to the concerned act been associated with a 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 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) an immediate relative of connected persons specified in clause (i); or
(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 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
(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 recognized or authorized by the Board; 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 a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

"Trading Window" is the period during which a Designated Person may buy / sell the securities of the Company, subject to this Code and applicable SEBI rules / regulations / law. The designated persons shall not t-9rade in securities of the Company when the trading window is closed. The trading window shall be closed when the Compliance Officer determines that a designated person/ class of designated persons can reasonably be expected to have possession of Unpublished Price Sensitive Information.

**"Unpublished Price Sensitive Information"** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

(i) financial results;
(ii) dividends;
(iii) change in capital structure;
(iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
(v) changes in key managerial personnel; and
(vi) material events in accordance with the listing agreement.

Words and expressions used and not defined in this code but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

## 1. PRESERVATION OF PRICE SENSITIVE INFORMATION

a) Unpublished Price Sensitive Information shall be handled on need to know basis and no unpublished price sensitive information, relating to a company or securities listed or proposed to be listed shall be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.

b) Files containing unpublished price sensitive information shall be kept safe and secure. Computer files shall have adequate security of login and password.

## 2. PROHIBITION ON DEALING, COMMUNICATING OR COUNSELLING ON MATTERS RELATING TO INSIDER TRADING

No insider shall when in possession of any unpublished price sensitive information pertaining to the Company, as defined in the Regulations, shall not:

a. Buy / sell securities of the Company, either on their own behalf or on behalf of any other person.

b. Communicate, counsel or disclose any unpublished price sensitive information to any person, except in a manner permitted by law.

## 3. RESTRICTION TO BUY / SELL SECURITIES BY "DESIGNATED PERSONS"

a. Designated Person shall not buy / sell securities of the Company during closure of the "Trading Window".

b. Trading Window shall be closed during the following periods:

Unless otherwise specified by the Compliance Officer, the trading window shall be closed for the following purposes:

- Financial results
- Issue of securities;
- Buyback and splitting of securities;
- Dividends;
- Significant expansion plans or new projects;
- Acquisition, amalgamation, merger, takeover of companies / businesses;
- Disposal of whole or substantially the whole of the undertaking;
- Significant changes in plans or operations of the Company;
- Change in capital structure;

- Changes in the Board of Directors or Key Managerial Personnel;
- Material events in accordance with the listing agreement.

In respect of declaration of financial results, the Trading Window shall be closed at least 7 days prior to the date of Board Meeting wherein the quarterly or annual standalone / consolidated financial results, as the case may be, are declared.

The closure of Trading Window for purposes other than declaration of financial results and for which a specific notice/intimation is required to be given to stock exchange shall commence from the date on which intimation of the date of Board meeting for consideration of any such Price Sensitive Information is given to Stock Exchange.

The Trading Window shall not re-open earlier than 48 hours after the notification of the information to the Stock Exchanges.

The closure of the Trading Window for these events will be advised / informed to all concerned by the Compliance Officer for the purpose of this Code.

In case of doubts on whether information is unpublished and price sensitive, Employees / Designated Person may seek clarification from Compliance Officer.

## 4. PRE- CLEARENCE OF TRADES

All Designated Persons, who intend to deal in the securities of the Company shall require prior clearance from the Compliance Officer where the aggregate market value of purchase and sale of securities of the Company exceeds Rs. 10,00,000/- over a calendar quarter (either in one transaction or in a series of transactions). Purchase and sale of securities by the Compliance Officer shall require prior clearance from the Managing Director.

The pre-clearance shall be obtained as per the procedure prescribed below:

An application may be made to the Compliance Officer in the prescribed format (**Annexure-1**) indicating the estimated number of securities that the designated employee intends to deal in, the details as to the Depositary with which he has a security account the details as to the securities in such depository mode and such other information as may be required by any rule made by the company in this behalf supported by an undertaking incorporating the following clauses.

a. That he / she does not have any access or has not received "Price Sensitive Information" upto the time of signing of the undertaking.
b. That in case he / she has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he / she shall inform the Compliance Officer of the change in his position and that he / she would completely refrain from dealing in securities of the Company till the time such information becomes public.
c. That he / she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
d. That he / she has made full and true disclosure in the matter.

The Compliance Officer shall on receiving an application provide the Designated Person with an acknowledgement on the duplicate of the application and shall grant approval within 2 working days from the date of acknowledgement.

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 deal is on the basis of possession of any Unpublished Price Sensitive Information. There shall be no obligation to give reasons for any withholding of consent.

Purchase / sale transactions, for which prior clearance has been obtained, shall be executed within seven days of such clearance.

## 5. MINIMUM PERIOD OF HOLDING

The Designated Person shall hold the securities of the Company for a minimum period of six months from the date of purchase ('Minimum Holding Period'). The Compliance Officer shall be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. In respect of the Compliance Officer, such relaxation shall require prior approval of the Managing Director.

Any contra trade executed, whether inadvertently or otherwise, in violation of the above shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI.

## 6. DISCLOSURES

### a) INITIAL DISCLOSURES

(i) Every Promoter, Key Managerial Personnel and Director of Company shall disclose his holding of securities of the Company as on the date of these regulations taking effect, to the Company within thirty days of SEBI (Prohibition of Insider Trading) Regulations 2015 taking effect;

(ii) Every person on appointment as a Key Managerial Personnel or a Director or any other employee categorized as Designated Person of the Company and its Subsidiaries shall disclose his holding of securities of the Company in prescribed format (**Annexure 2**) as on the date of appointment or becoming a Promoter, to the Company within seven days of such appointment or becoming a Promoter.

### b) CONTINUAL DISCLOSURES

Every promoter, designated person and director shall disclose to the Company in prescribed form (**Annexure 3**) the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees.

## c) ANNUAL DISCLOSURE

All Directors/Promoters/Designated Persons shall forward to the Compliance Officer annual statement of holdings and details of transactions in the securities including the statement of their immediate relatives in securities of the Company in prescribed format **(Annexure 4)** within 15 days of close of the financial year.

## d) DISCLOSURES BY OTHER CONNECTED PERSONS

The Company, at its discretion may require any other Connected Person or class of Connected Persons to make disclosures in prescribed form **(Annexure 5)** of holdings and trading in securities of the Company in such frequency as may be determined by the Company in order to monitor compliance with these Regulations.

The Compliance Officer shall maintain records of all the declarations/ undertakings/ forms as mentioned in this Code, as received from time to time, for a period of five years.

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.

## e) DISCLOSURE BY COMPANY TO STOCK EXCHANGE

Pursuant to Regulation 7(2)(b) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, within 2 working days of the receipt of the information under Point (2) above, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed.

## f) ADDITIONAL DISCLOSURE BY DESIGNATED PERSONS

Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons in prescribed form **(Annexure 6)** to the company on an annual basis and as and when the information changes:

i) Immediate relatives
ii) Persons with whom such designated person(s) shares a material financial relationship
iii) Phone, mobile and cell numbers which are used by them.

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

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

## 7. PENALTIES FOR CONTRAVENTION

Violation of this Code will invite disciplinary action by the Company, which would include wage freeze, suspension, recovery, claw back etc. Such disciplinary action will be irrespective of action that may be taken by SEBI under the Regulations.

## 8. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING

In compliance with the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to prevent insider trading, the Company has put in adequate and effective systems of internal controls which would include the following;

a) All employees who have access to unpublished price sensitive information are identified as designated employee;

b) All the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as required under the said regulations;

c) Adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required under the said regulations;

d) Lists of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;

e) All relevant requirements specified under the said regulations shall be complied with by the Company;

f) Periodic review of the process to evaluate effectiveness of the internal controls;

The Board of Directors of the Company have formulated and approved written policy and procedure for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information. The Board of Directors shall initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform the Securities and Exchange Board of India (SEBI) promptly of such leaks, inquiries and results of such inquiries. The said policy is annexed per **Annexure 7.**

The Board of Directors of the Company shall ensure compliance with the said regulations and the Audit Committee of the Company shall review compliance with the provisions of these regulations at least once in a financial year and verify that the systems for internal control are adequate and are operating effectively.

## 9. GENERAL

A copy of the Regulations is available from the office of the Compliance Officer. Compliance Officer for the purpose of this Code shall be the Company Secretary. Employees are advised to acquaint themselves with their obligations under the Regulations.

The Compliance Officer is available for clarification / assistance that may be necessary. The compliance officer shall report to the Board of Directors and in particular, shall provide reports to the Chairman of the Audit Committee at such frequency as may be stipulated by the Board of Directors, but not less than once in a year.

In case it is observed by the Board of Directors of the Company that there has been a violation of provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the same shall be informed to the SEBI promptly.

***Annexure 1***

## SPECIMEN OF APPLICATION FOR PRE-CLERAENCE OF TRADES

Date:

To,
The Compliance Officer,
Roto Pumps Limited
Roto House, Noida Special Economic Zone
Noida – 201305

Dear Sir/Madam,

Sub.: **Application for Pre-clearance approval of trading in securities of the Company**

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I seek approval to purchase/sell/subscribe _____equity shares of the Company as per details given below:

| | | |
|---|---|---|
| 1. | Name of applicant | |
| 2. | Designation | |
| 3. | Number of securities held as on date | |
| 4. | Folio No./ DP Id / Client Id No. | |
| 5. | The proposal is for | a) Purchase of securities<br>b) Subscription to securities<br>c) Sale of securities |
| 6. | Proposed date of trading in securities | |
| 7. | Estimated number of securities proposed to be purchased/ subscribed/subscribed /sold | |
| 8. | Current market price (as on date of application) | |
| 9. | Whether the proposed transaction will be through stock exchange or off-market trade | |
| 10. | Folio No./ DP Id / Client Id No. where the securities will be credited / debited | |

I enclose herewith the form of Undertaking signed by me.

Yours Faithfully

Signature:
Name:
Date:

## UNDERTAKING TO BE ACCOMPANIED WITH APPLICATION FOR PRE-CLEARANCE

## UNDERTAKING

Date:

To,
The Compliance Officer,
Roto Pumps Limited
Roto House, Noida Special Economic Zone
Noida – 201305

Dear Sir/Madam,

I, _____, _____ of the Company residing at_____ am desirous of dealing in _____ shares of the Company as mentioned in my application dated _____for pre-clearance of the transaction.

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

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

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

In the event of this transaction being in violation of the Rules or the applicable laws, (a) I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the 'indemnified persons') for all losses, damages, fines, expenses, suffered by the indemnified persons, (b) I will compensate the indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transaction and (c) I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor Protection and Education Fund administered by the SEBI.

I undertake to submit the necessary report within 02 trading days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 trading days of the receipt of approval, failing which I shall seek fresh pre-clearance.

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

Yours Faithfully

Signature:
Name:
Date:

**FORMAT FOR PRE- CLEARANCE ORDER**

Date:

To
Name:
Designation:
Place:

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

In case you do not execute the approved transaction /deal on or before the aforesaid date, you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 trading days from the date of transaction/deal. In case the transaction is not undertaken, a 'Nil' report shall be necessary.

Yours Faithfully,
For **ROTO PUMPS LTD.**

**Compliance Officer**

Encl: Format for submission of details of transaction

**FORMAT FOR DISCLOSURE OF TRANSACTIONS**
**(To be submitted within 2 days of transaction / dealing in securities of the Company)**

Date:

To,
The Compliance Officer,
Roto Pumps Limited
Roto House, Noida Special Economic Zone
Noida – 201305

Dear Sir/Madam,

I hereby inform that I:

- have not bought / sold/ subscribed any securities of the Company, pre-cleared vide your order no. _____ dated _____.
- have bought/sold/subscribed to securities as mentioned below on __ (date).

| Name of holder | No. of securities traded | Bought/Sold/Subscribed | DP ID/ Client ID/ Folio No. | Price (Rs.) |
|---|---|---|---|---|
| | | | | |
| | | | | |

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 8 years and produce to the Compliance officer / SEBI any of the following documents:

i. Broker's contract note;
ii. Proof of payment to/from broker;
iii. Extract of bank passbook/statement (to be submitted in case of demat transaction).
iv. Copy of delivery instruction slip (applicable in case of sale transaction).

(Strike off whichever is not applicable.)

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval.

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Signature:
Name:
Designation:
Date:

***Annexure 2***

**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: **ROTO PUMPS LIMITED**
ISIN of the company: **INE535D01029**

**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.) | 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 |

***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 * lot size) | Notional value in Rupee terms | Contract specifications | Number of units (contracts * lot size) | 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:

***Annexure 3***

**FORM C**

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

Name of the company: **ROTO PUMPS LIMITED**
ISIN of the company: **INE535D01029**

**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 s/immediate relative to/others etc.) | Securities held prior to acquisition/disposal | | Securities acquired/Disposed | | | | Securities held post acquisition/disposal | | Date of allotment advice/ acquisition of shares/ sale of shares specify | | Date of intimation to company | Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. and % of shareholding | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | Value | Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke) | 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 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:

***Annexure 4***

From: Name of the Director/Promoter/ Designated Person/ Connected Person
Designation & Department:-

Date:

To,
The Compliance Officer,
Roto Pumps Limited
Roto House, Noida Special Economic Zone
Noida – 201305

**ANNUAL STATEMENT OF TRANSACTIONS IN SECURITIES**

**I. SHAREHOLDINGS OF DIRECTORS /PROMOTER/ DESIGNATED PERSONOR PERSON WHO IS PART OF PROMOTER GROUP IN OWN NAME**

| Name and PAN | Designation & Department | No. of Shares Held on 1st April | No. of Shares Bought during the year ended 31st March | No. of Shares Sold during the year ended 31st March | No. of Shares held as on 31st March | Folio No./ DP ID & Client ID |
|---|---|---|---|---|---|---|
| | | | | | | |

**II. DETAILS OF SHARES HELD BY IMMEDIATE RELATIVE**

| Name and PAN | Relationship | No. of Shares Held on 1st April | No. of Shares Bought during the year ended 31st March | No. of Shares Sold during year ended 31st March | No. of Shares held as on 31st March | Folio No./ DP ID & Client ID |
|---|---|---|---|---|---|---|
| | | | | | | |

I hereby declare and confirm that I shall not enter into any opposite transaction i.e. selling or buying any number of shares during the next six months following the prior transaction.

Signature:

***Annexure 5***

**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/ sale of shares specify | | Date of intimation to company | Mode of acquisition/disposal (on market/public/ rights/ Preferential offer / off market/Inter-se transfer, ESOPs etc. ) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. and % of shareholding | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | Value | Transaction Type (Buy/ Sale/ Pledge / Revoke /Invoke) | 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 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:
Place:

***Annexure 6***

**SEBI (Prohibition of Insider Trading) Regulations, 2015**
***[Regulation 9(1) and Clause 14 of Schedule B - Disclosure by Designated Persons]***

Name of the Company: **Roto Pumps Limited**
ISIN of the Company: **INE535D0129**

i) to be disclosed on annual basis and on changes in the information

| Sl. | Name | Nature of Relationship<br>Immediate relative/ Person with whom material financial relationship is shared | PAN/ Other Authorized Identifier | Phone No. | Mobile / Cell No. |
|---|---|---|---|---|---|
| | | | | | |
| | | | | | |

ii) to be disclosed on one time basis.

| Name | Educational Institute (from where graduated) | Name(s) of past employers |
|---|---|---|
| | | |
| | | |

*The terms "Immediate relative" and material financial relationship shall have the meanings prescribed under Regulation 2(1)(f) of SEBI (Prohibition of Insider Trading) Regulations, 2015 and explanation to clause 14 of Regulation 2(1)(f) of SEBI (Prohibition of Insider Trading) Regulations, 2015 respectively.*

Name & Signature:
Designation:
Date:
Place:

***Annexure 7***

**POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION ("UPSI")**

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

## 1. BACKGROUND

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 has mandated every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries. In this regard, Board of Directors of **Roto Pumps Limited** have laid down this policy for procedure of inquiry in case of leak of Unpublished Price Sensitive Information ('the policy'), for adoption.

## 2. OBJECTIVES

(i) To strengthen the internal control systems to prevent leak of Unpublished PRICE Sensitive Information (hereinafter called "UPSI").

(ii) To restrict and prohibit the practice of sharing of UPSI, with the un-authorized person(s), which originates from within the company and which affects the market price of the securities of the Company as well as loss of reputation and investors' / financers' confidence in the company.

(iii) To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee(s) & Designated Persons with any person, firm, Company or Body Corporate.

(iv) To initiate timely inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the Securities and Exchange Board of India ("SEBI") promptly.

(v) To penalize any Insider, Employee & Designated Persons who is found guilty of violating this policy.

## 3. SCOPE

The Company endeavors to preserve the confidentiality of un-published price sensitive information (UPSI) and to prevent misuse of such information. The Company shall strive to restrict and prohibit the practice of sharing of UPSI which originates from within the company by any promoter, director, key managerial person, Insider, employee, designated person, support staff or any other known or un-know person(s) with any un-authorized person which affects the market price of the securities of the Company as well as causes loss of reputation and investors' / financers' confidence in the Company.

## 4. DEFINITIONS

i) Chief Investor Relation Officer ("CIO") shall mean the Compliance Officer of the Company appointed by the Board of Director under Securities and Exchange Board India (Listing Obligations and Disclosure Requirements) Regulations, 2015

ii) Leak of UPSI shall mean communication of information which is / shall be UPSI by any Insider, Employee & Designated Persons or any other known or unknown person to any person other than a person(s) authorized by the Board after following the due process prescribed in this behalf in the Code of Practices Fair Disclosure of the Company and /or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

iii) Support Staff shall include IT staff or a secretarial staff who has access to unpublished price sensitive information.

iv) Un-published Price Sensitive Information ("UPSI") shall mean any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available is likely to materially affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the following:

a) Periodical financial results of the Company;
b) Intended declaration of dividends (Interim and Final);
c) Change in capital structure i.e. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company's shares;
d) Mergers, De-mergers, Amalgamation, Acquisitions, De-listing of Securities, Scheme of Arrangement or Takeover, disposals, spin off or selling division of whole or substantially whole of the undertaking and expansion of business and such other transactions;
e) Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
f) Changes in key managerial personnel;
g) Material events in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
h) Any other matter as may be prescribed under the Listing Regulations and/or Corporate Law to be price sensitive, from time to time.

## 5. DUTIES OF CHIEF INVESTOR RELATIONS OFFICER (CIO)

The CIO shall be responsible to;

(i) Oversee the Compliance of this policy.
(ii) Report the incident of actual or suspected leak of UPSI to the Securities and Exchange Board of India.

(iii) Intimate the incident of actual or suspected leak of UPSI to the Stock Exchanges.
(iv) To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Enquiry committee.

## 6. DISCLOSURE/REPORT OF ACTUAL OF SUSPECTED LEAK OF UPSI TO STOCK EXCHANGES:

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the CIO shall ensure that that a report on such actual or suspect leak of UPSI, preliminary enquiry thereon and results thereof shall be promptly intimated to the Stock Exchanges on which the securities of the Company are listed and to the Securities and Exchange Board of India in the format as set out in **(Annexure A)** to this policy.

## 7. CONSTITUTION OF ENQUIRY COMMITTEE

The Board of Directors or any Committee authorized by them in this behalf, shall constitute a committee to be called as "Enquiry Committee". The Enquiry Committee shall consist of minimum 3 (three) Members which shall include Managing Director, Chief Financial Officer and Chief Investor Relation Officer and any other officer of the Company as may be mutually decided by the members of the Committee.

## 8. DUTIES OF ENQUIRY COMMITTEE:

The Enquiry Committee shall be responsible-:

(a) To conduct a preliminary enquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any; and
(b) To authorize any person to collect necessary support material; and
(c) To decide disciplinary action thereon.

## 9. PROCEDURE FOR ENQUIRY IN CASE OF LEAK OF UPSI:

On becoming aware suo moto or otherwise, of actual or suspected leak of Unpublished Price Sensitive Information of the Company by any promoter, director, key managerial person, Insider, employee, designated person, support staff or any other known or un-know person, the CIO after informing the same to the Managing Director or Chief Financial Officer of the Company, shall follow the below mentioned procedure in order to enquire and/or investigate the matter to ensure-:

### (a) Preliminary Enquiry:

Preliminary enquiry is a fact-finding exercise. The object of preliminary enquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available

material in support of the allegations, and thereafter to decide whether there is justification to embark on any disciplinary action.

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

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

The Person(s) appointed/authorized to enquire the matter of actual or suspected leak of UPSI submit his/her report to the Enquiry Committee within 7 days from the date of his appointment on this behalf.

**(c) Disciplinary Action:**

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

## 10. AMENDMENT

The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

In any circumstance where the terms of this Policy are inconsistent with any law for the time being in force, the said shall take precedence over this Policy to the extent of inconsistency.

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

**Annexure A**

## FORMAT FOR INTIMATION OF ACTUAL OR SUSPECTED LEAK OF UPSI TO SEBI AND THE STOCK EXCHANGE

RPL/CORP
Date:

To
BSE Limited
P. J. Towers, Dalal Street, Fort,
MUMBAI – 400 001

To,
The Securities and Exchange Board of India
Plot No.C4-A, 'G' Block
Bandra-Kurla Complex, Bandra (East),
MUMBAI – 400 051

Dear Sir / Madam,

Sub: **Intimation of actual or suspected leak of Unpublished Price Sensitive Information (UPSI) pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Regulation 9A of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.**

Ref: **Scrip Code - 517500, ISIN - INE535D01029**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Regulation 9A of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations. 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows;

| | |
|---|---|
| Name of Offender, if known | |
| Name of Organization | |
| Designation<br>(Employee, Insider, Designated Person or any other) | |
| Nature of Information | |
| Whether any action has been initiated by the Company? If yes, narration of the same | Yes/No |

Request you to kindly take the aforementioned on your records.

Thanking you,

Yours faithfully
For ROTO PUMPS LTD.

**ASHWANI K. VERMA**
**COMPANY SECRETARY**

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E-mail: investors@rotopumps.com
CIN – L28991UP1975PLC004152
Website: **www.rotopumps.com**

# Code of Practices and Procedures for Fair Disclosure of Un-published Price Sensitive Information

*Pursuant to sub-regulation (1) of Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015*

## Preface

This Code has been formulated in compliance of Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended by the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

## Objective

The following policy for implementation of "Code of Practices and Procedures for Fair Disclosure of Un-published Price Sensitive Information" has been adopted by the Company:

(a) The Company would make prompt public disclosure of un-published price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

(b) The Company shall make a uniform and universal dissemination of un-published price sensitive information to avoid selective disclosure.

(c) The Company has designated the Compliance Officer as the chief investor relations officer to deal with dissemination of information and disclosure of un-published price sensitive information.

(d) The Company would ensure prompt dissemination of un-published price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

(e) The Company shall render appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities, if any.

(f) The Company shall ensure that information shared with analysts and research personnel is not un-published price sensitive information.

## Policy for Determination of Legitimate Purposes

*[Pursuant to Regulation 3 (2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018]*

### Preface

This Policy, as a part of "Codes of Fair Disclosure and Conduct" formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015, will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy".

This Policy is formulated in compliance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

### Objective

The objective of this policy is to identify 'Legitimate Purposes' for performance of duties or discharge of legal obligations, which will be considered as exception for the purpose of procuring un-published price sensitive information relating to the Company or its listed securities or proposed to be listed securities, if any.

**"Legitimate Purposes"** include sharing of un-published price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations."

Any person / party in possession of Un-published Price Sensitive Information shall be deemed to be an "insider" for the purpose of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and such person / party would also be required to ensure the confidentiality of the said information as shared with them in compliance with the said regulations.

(g) The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on its official website, in order to ensure official confirmation and documentation of disclosures made.

(h) The Company shall handle all Un-published Price Sensitive Information on a need to know basis.

**Disclosure for Legitimate Purposes**

The Unpublished price sensitive information can be shared as an exception by an Insider for Legitimate purposes as per its "Policy for determination of Legitimate Purposes", as appended below provided it is not shared to evade or circumvent the prohibition under this Regulation.

**Digital Database**

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 Un-published Price Sensitive Information is shared under Regulation 3 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.

**Amendment**

The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.