

## LGB FORGE LIMITED

### CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS

[Framed under Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015]

#### PREAMBLE

LGB Forge Limited (the Company) endeavours to preserve the confidentiality of unpublished price sensitive information and to prevent the misuse of such information. The Company is committed to transparency, fairness on dealing with all shareholders and in ensuring adherence to all laws and regulations in force.

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the “**Regulations**”), as amended, make it mandatory for every public listed company to lay down a code of conduct to regulate, monitor and report trading by Designated Persons and immediate relatives of designated persons (as defined in the Regulations), in relation to the securities of the Company (this “**Code**” or “**the Code**”).

This Code is applicable to every designated person of the company (as defined below), their immediate relatives (as defined below) and other connected persons (as defined in the regulations) (together referred to as “**designated persons**”) and each such designated person has the responsibility and duty to preserve the confidentiality of all the unpublished price sensitive information held by him or her, and to put in place a framework for prevention of insider trading in securities.

#### 1. DEFINITIONS AND INTERPRETATIONS

##### Definitions

Terms used but not defined herein, shall unless the context requires otherwise have the meaning to them below:

- 1.1. **Board** or **Board of Directors** means the board of directors of the company;
- 1.2. **Code** means this Code of Conduct to Regulate, Monitor and Report Trading by Insiders.
- 1.3. **Company** means LGB Forge Limited.
- 1.4. **Compliance Officer** shall mean Company Secretary or any other senior officer, who may be designated as ‘Compliance Officer’ for this purpose and reporting to the Board of Directors and who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the regulations designed so by the Board and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board.

Here 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.

1.5. **Connected Person** means any person who is or has during the 6 (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 AND

- any person who has been defined as Connected Person or deemed to be connected persons under Regulation 2(d) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

1.6. **Designated Persons** means:

- a) All Directors.
- b) Promoter and members of Promoter group.
- c) Chief Executive Officer and employees upto two levels below Chief Executive Officer of the Company, intermediary, fiduciary and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information.
- d) All employees of the rank of General Manager and above of the Company.
- e) All employees in the Finance and Accounts Department, Secretarial Departments, and Internal Audit function / department irrespective of their cadre.
- f) Employees one level below the Board of the material subsidiary.
- g) Support Staff of the Company, intermediary or fiduciary such as IT staff and secretarial staff who have access to unpublished price sensitive information.
- h) Any other employee of the company designated by the board of directors in consultation with the compliance officer, from time to time.

1.7. **Director** means a member of the Board of the Company.

1.8. **Employee** means every employee of the Company including the Directors in the employment of the Company.

1.9. **Fiduciary** means professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks, valuation agencies, fund accountant, assisting or advising the company, trustees, registrar and share transfer agents, custodians and credit rating agencies shall be collectively referred to as fiduciary.

1.10. **Generally Available Information** means information that is accessible to the public on a non-discriminatory basis.

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

1.12. **Insider Trading** means the use of Unpublished Price Sensitive Information by an Insider to engage in dealing in securities of the Company.

1.13. **Insider** means any person who is (a) a “connected person” or (b) in possession of or having access to unpublished price sensitive information.

Provided that any person who is in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered as “Insider”.

1.14. **Listing Regulations** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any subsequent amendments thereof.

1.15. **Legitimate purposes** shall include sharing of UPSI in ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the regulations.

1.16. **Material Financial Relationship** shall mean a relationship in which one person is a recipient of any kind of payments 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 relationship in which the payment is based on arm’s length transactions.

1.17. **Prohibited Period** means the period of time when the trading window is closed.

1.18. **Proof of Identity** means Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.

1.19. **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 modifications thereof.

1.20. **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.

1.21. **Regulations** shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as may be amended.

1.22. **SEBI** means the Securities and Exchange Board of India.

1.23. **SEBI Act** means the Securities and Exchange Board of India Act, 1992, as amended.

1.24. **Securities** shall have the meaning assigned to it under the Securities Contract (Regulation) Act, 1956 or any modification thereof.

1.25. **Stock Exchange** means the stock exchanges where the securities of the Company are listed.

- 1.26. **Takeover Regulations** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and any amendments thereto.
- 1.27. **Trading** means and includes subscribing, redeeming, switching, buying, selling, dealing or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities and trade shall be construed accordingly.
- 1.28. **Trading Day** means a day on which the recognized stock exchange are open for trading.
- 1.29. **Unpublished Price Sensitive Information (UPSI)** means any information, relating to the Company or its Securities, directly or indirectly, that is 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

Words and expression used herein and not defined in this Code shall have the meanings respectively assigned to them in Securities and Exchange Board of India Act, 1992 (SEBI), the Securities Contract (Regulations) Act, 1956 ("SCRA"), the Depositories Act, 1996 or the Companies Act, 2013 ("the Act") and Rules and Regulations made thereunder.

Singular references to "Designated Person" and other singular expressions in this Code includes plural; masculine expressions include feminine and neuter, and vice versa and it also includes entities / bodies corporate.

## **2. COMPLIANCE OFFICER**

- 2.1. The Company has designated the Company Secretary as the Compliance Officer. The Compliance Officer shall report to the Board of Directors and in particular, shall provide reports to the Chairman of the Audit Committee or to the Chairman of the Board of Directors atleast once in year or at such frequency as may be stipulated by the Board of Directors .
- 2.2. The Compliance Officer shall be responsible for, inter alia the following:
- Setting forth policies, procedures, as approved by the Board of Directors of the Company and monitoring adherence to the rules for preservation of "Unpublished Prices Sensitive Information".
  - Pre-clearing of Trades by Designated Persons and by their immediate relatives (directly or through respective department heads as may be decided) subject to the approval of the Managing Director or any other Director / Executive, designated in this regard and to seek such declarations, as is deemed necessary.
  - Monitoring of trades and the implementation & administration of the Code under the overall supervision of the Board, in compliance with the Regulations.

- Obtaining and maintaining a record of the designated persons as per **Form V** and any changes made in the list of designated persons along with such list, he/she also keep a record of Name and Proof of Identity of the following persons as provided by the designated person.
  - ✓ Immediate relatives.
  - ✓ Persons with whom such designated person(s) share a material financial relationship and
  - ✓ Phone, mobile and cell numbers which are used by them.
- Maintaining a record of the Designated Persons and any changes made in the list of Designated Persons.
- Assisting all the employees in addressing any clarifications regarding the Regulations and the Code.
- Reporting to the Board in particular, providing reports to the Chairman of the Audit Committee, if any or to the Chairman of the Board once in every quarter.
- Putting in place adequate and effective system of internal controls as explained in Regulation 9A(2) of the PIT Regulations.
- Maintaining records of all declarations and disclosures received by him/her under the Code for a minimum period of 5 years.
- Disclosing to the Stock Exchange disclosures as required under the Regulations.
- Reviewing and approving of Trading Plan after getting the approval of the Managing Director / any other Director designated in this regard and notification of the same to the Stock Exchanges, and to seek any declarations from the insider in that regard and
- Closing and re-opening of Trading Window and maintaining a record of the same from time to time.

### **3. UNPUBLISHED PRICE SENSITIVE INFORMATION**

#### **Preservation of Unpublished Price Sensitive Information**

- 3.1. Designated Persons including any other persons having contractual or fiduciary relation with the Company such as auditors, accountancy firms, law firms, analysts, consultants, etc., assisting or advising the company who are expected to have UPSI shall maintain the confidentiality of all Unpublished Price Sensitive Information and 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.
- 3.2. Misuse of such information shall be strictly avoided.

#### **Need to know**

- 3.3. All information is to be handled within the Company on a “need to know” basis and no unpublished price sensitive information should be communicated to any person except in furtherance of the legitimate purposes determined in accordance with the Policy, performance of duties or discharge of legal obligations.
- 3.4. To prevent the misuse of Unpublished Price Sensitive Information, the Company shall adopt a “Chinese Wall” Policy which separates those areas of the Company which routinely have

access to Unpublished Price Sensitive Information considered as “**Inside Areas**” from those areas which are not dealing with the Unpublished Price Sensitive Information considered as “**Public Areas**”.

- 3.5. The employees in the Inside Areas shall not communicate any Unpublished Price Sensitive Information to anyone in the public areas.
- 3.6. In exceptional circumstances, employees from the public area may be brought “over the wall” and given Unpublished Price Sensitive Information on a “need to know” basis under intimation to the compliance officer.

#### **Limited Access to Confidential Information**

- 3.7. Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc. Files containing confidential information should be deleted / destroyed after its use. No such related documents should be kept lying at any place accessible to other employees / persons.
- 3.8. Unpublished price sensitive information shall not be communicated to any person except in furtherance of the insider’s legitimate purposes, performance of duties or discharge of his legal obligations.

#### **STRUCTURED DIGITAL DATABASE**

The Board of Directors shall ensure that a structured digital database, is maintained containing the nature of UPSI with the names of such persons or entities, both internal and external as the case may be with whom information is shared under the regulations.

The database shall contain the following information of such persons / entities including but not limited to

- Permanent Account Number
- Details of Immediate Relatives
- Details of the Person with whom they share a material financial relationship
- Contact Numbers
- Names of Educational Institutions from which graduated.
- Details of Past Employers
- In case of non-availability of Permanent Account Number, then any other identifier authorized by law.

The database shall be maintained with the adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

The Board of Directors shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transaction and in the event of receipt of any information from the SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

## **4. PROHIBITION OF INSIDER TRADING**

### **Prohibition**

#### **4.1. No Insider shall:**

- a) Trade in securities of the company, either on their own behalf or on behalf of any other person when in possession of any unpublished price sensitive information or
- b) Communicate, provide or allow access to any Unpublished Price Sensitive Information relating to the company or securities to any person including other insiders except where such communication is for legitimate purposes, performance of duties or discharge of legal obligations.

### **Trading Plan**

#### **4.2. An Insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan and subject to the Regulations.**

Provided that such trading plan shall conform with the conditions stipulated in the Regulations.

The Trading Plan shall:

- i. Not entail commencement of Trading on behalf of the Insider earlier than six months from the public disclosure of the plan.
- ii. Not entail trading of securities for the period between the 20<sup>th</sup> trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of such financial results.
- iii. Entail trading for a period of not less than 12 months.
- iv. Not entail overlap of any period for which another Trading Plan is already in existence.
- v. Set out either the value of trades to be effected or the number of securities to be traded along with the nature of the Trade and the intervals at, or dates on which such Trades shall be effected and
- vi. Not entail trading in securities for market abuse.

The Compliance Officer shall consider and review the Trading Plan as above to assess whether the Trading Plan would have any potential violation of the Regulations and shall approve it accordingly after getting in-principle approval from the Managing Director of the Company.

The Compliance Officer 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 trading plan, as per the provisions of the Regulations.

The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the Trading Plan, without being entitled to either deviate from it or to execute any Trade in Securities outside the scope of the Trading Plan.

The Implementation of the Trading Plan shall not be commenced, if at the time of formulation of the Trading Plan, the Insider was in possession of any Unpublished Price Sensitive Information and the said information has not become Generally Available Information at the time of commencement of implementation of the Trading Plan. In such event, the compliance officer shall confirm the commencement ought to be deferred until such Unpublished Price Sensitive Information becomes generally available information so as to avoid violation of PIT Regulations in consultation with the Managing Director of the Company.

Upon approval of the Trading Plan, the Compliance Officer shall notify the Trading Plant to the Stock Exchanges.

### **Trading Restrictions**

4.3. All Directors, officers and Designated Persons and their immediate relatives shall conduct all their dealing in the Securities of the Company only within a valid trading window, within the threshold limit prescribed hereunder and not during the prohibited period (as defined below) except as provided in a Trading Plan as mentioned above.

- Valid Trading Window shall mean a period other than the Prohibited Period.
- **Prohibited Period means:**
  - Period beginning from the end of every quarter till 48 hours from the time the Unpublished Price Sensitive Information is made public is considered and approved by the Board and informed to the Stock Exchanges.
  - Such other period as may be specified by the Compliance Officer from time to time in consultation with Managing Director of the Company.
- The Compliance Officer shall intimate the closure of the valid trading window to all the Designated Persons of the Company when he / she determines that a Designated Person or a class of Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information. Such closure shall be imposed in relation to such securities to which such Unpublished Price Sensitive Information relates.
- Additionally, the trading window shall be closed in particular for a designated person or a class of Designated Persons when the Compliance Officer determines that a Designated Person or class of designated persons can reasonably be expected to have possession of UPSI, for such periods as determined by Compliance Officer in consultation with the Managing Director of the Company.
- The valid trading window shall remain closed during the time the Unpublished Price Sensitive Information remains un-published, as determined by the Compliance Officer. The valid trading window shall be opened after a minimum of 48 hours after the unpublished price sensitive information is made public.
- All Designated Persons (including their immediate relatives) shall conduct all their dealings in the securities only when the valid trading window is open and no designated person shall deal in the securities during the period when the valid trading

window is closed or during any other period as may be specified by the Compliance Officer from time to time.

- Despite the valid trading window being open, Designated Persons (and their Immediate Relatives) would only be allowed to Trade, in excess of the threshold limits, subject to pre-clearance by the Compliance Officer and provided that they are not in possession of any Unpublished Price Sensitive Information at the time they carry out the transaction.
- The trading window restrictions mentioned herein shall not apply in respect of –
  - a) Transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of Regulation 4 of the Regulation and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the SEBI.
  - b) Transactions which are undertaken in accordance with respective regulations made by the Board such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by SEBI from time to time.
- In case of ESOPs, exercise of option may be allowed in the period when the valid trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when the valid trading window is closed.
- Trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.
- The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

#### **Pre-Clearance or Pre-dealing of Trading**

- 4.4. Designated Persons on their behalf or on behalf of their immediate relative who intent to undertake trading of equity shares of the Company when the trading window is open and where the market value of the proposed trades exceeds Rs. 2,00,000/- in a calendar quarter, shall obtain pre-clearance for the transactions as per the pre-clearance procedure as described below.

#### **Procedure for Pre-clearance of Trade**

- 4.5. An application for pre-clearance of trading shall be made in **Form I** to the Compliance Officer.

Provided that the Application shall incorporate, inter-alia the following clauses:

- a) The estimated number of securities that the Designated Person intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by the compliance officer.
- b) An undertaking shall be executed in favour of the compliance officer and the company, by such Designated Person which shall inter alia state that

- the applicant is not in possession of any unpublished price sensitive information.
- In case the concerned person has access or receives “Unpublished Price Sensitive Information” after signing of undertaking but before the execution of transactions, the concerned person should immediately inform the Compliance Officer and would completely refrain from dealing in the securities of the Company till the information becomes public.
- The concerned person has not contravened the policy of the Company for the prevention of Insider Trading (including this Code) as notified from time to time.
- The concerned person has made a full disclosure in the matter, has not omitted to state any relevant information and the information provided is true and correct in all respects.

- 4.6. If the application for pre-clearance has been duly completed, the compliance officer shall grant approval in **Form II**, at his sole discretion within two working days from the date of application if the Compliance Officer is of the view that the grant of such approval would not result in a breach of the provisions of the Code, or the Regulations or the SEBI Act or any other law in force at that time. Any rejection of permission shall be communicated to the concerned applicant.
- 4.7. All transactions involving the Compliance Officer or the Managing Director shall be approved by 2 Directors, designated by the Board for the purpose.
- 4.8. Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
- 4.9. Within seven trading days of the grant of pre-clearance, the relevant Designated Person shall complete the proposed transaction in respect of which such approval was granted. If such transaction is not completed within this period, the relevant Designated Person must seek a fresh pre-clearance in accordance with the Code.
- 4.10. The Designated Person if decides not to trade after securing the pre-clearance, the same shall be reported to the Company forthwith in writing with justification thereof.
- 4.11. The Compliance Officer shall be entitled to require the concerned person to provide any additional documents such as declarations, indemnity bonds and other documents/papers in addition to the undertaking in **Form I(A)**, confirming that the concerned person is not in possession of Unpublished Price Sensitive Information, at the time of granting the pre-clearance for the Trade.
- 4.12. In case of doubt, the Directors, Officers or Designated Persons shall be responsible to check with the Compliance Officer or one of the contact persons designated by the Compliance

Officer, if any, from time to time, whether the above said provisions are applicable to any particular proposed transaction in the securities.

- 4.13. Designated persons who trade in any securities of the Company shall not execute a contra trade during the next six months following the prior transactions. To the extent permitted under the Regulations, the compliance officer may in his discretion, grant relaxations from this restriction for reasons to be recorded in writing provided that such relaxation does not violate the Regulations. In case a contra trade is executed, inadvertently or otherwise, in violation of such restriction, the profits from such trade 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 under the SEBI Act.

Provided that this shall not be applicable for trades pursuant to exercise of stock options.

#### **Validity of pre-clearance period**

Directors, officers and designated persons shall execute the trades pre-cleared by the Compliance Officer in respect of securities of the Company within 7 trading days after the date of approval of pre-clearance letter. If the trade is not executed within the said period, the concerned person must get pre-clearance for the trade again.

#### **Holding Period of Securities**

All Directors, Officers and Designated Persons who buy or sell any number of securities of the Company shall not enter into a contra trade i.e., sell or buy any number of securities within six months following a prior trade.

Exercise of ESOPs and sale of shares acquired through exercise of ESOPs is exempted from the requirements of contra trade restrictions.

In case the sale of securities is necessitated by personal emergency, the holding period of 6 months may be waived by the Compliance Officer in consultation with the Managing Director after recording in writing his / her reasons in this regard provided that such relaxation does not violate the regulations.

#### **Prohibition on derivative transactions**

All Directors, Officers and Designated Persons shall not undertake any derivative transactions in the securities of the Company at any time.

### **5. DISCLOSURES**

- 5.1. Designated Persons shall report their level of holdings in the Securities of the Company to the Compliance Officer as on the date of their appointment or on the date of being identified as a designated person in **Form III** within seven days of such appointment or being identified as designated person.
- 5.2. Every person on appointment as a Key Managerial Personnel or a director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of

securities of the Company as on the date of appointment or becoming a promoter, to the Company in the format as prescribed by SEBI within 7 days of such appointment or becoming a promoter.

- 5.3. 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 in the format as prescribed by SEBI within 2 trading days of such transaction if the value of securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10,00,000/- or such other value as may be specified by SEBI.

The disclosure shall be in **Form VI** and made within 2 trading days of the receipt of intimation of allotment of securities or the acquisition or sale of securities.

Within 2 trading days of the receipt of intimation or becoming aware of such information, the Compliance Officer shall disclose to all the Stock Exchanges on which the Company is listed, the information received.

- 5.4. Designated Persons shall also report their level of holdings in the Securities of the Company to the Compliance Officer on a quarterly basis in **Form IV**. Disclosures of holding and trading in securities of the Company can be obtained from other connected persons annually or at such periodicity as may be decided by the Compliance Officer of the Company.
- 5.5. Designated Persons shall provide a declaration to the Compliance Officer in **Form V** on an annual basis affirming compliance with this Code and the Code of Practices and Procedures for fair disclosure of unpublished price sensitive information.
- 5.6. Disclosures of holdings and trading in securities of the Company can be obtained from other connected persons annually or at such periodicity as may be decided by the Compliance Officer of the Company in **Form VII**.

## **6. RECORDS OF DISCLOSURE RECEIVED BY THE COMPANY**

- 6.1. The Compliance Officer shall maintain records of all declarations (both in physical and electronic form) in the appropriate form made by the designated persons for a minimum period of five years. The Compliance Officer shall also maintain a record of the designated employees and any changes made in the list of the designated employees.
- 6.2. The Compliance Officer shall place before the Audit Committee / Board of Directors on a quarterly basis, all the details of the Dealing in Securities by Designated Persons of the Company together with the accompanying documents provided by the designated persons in accordance with this Code.
- 6.3. The Company shall be entitled to disclose to all the Stock Exchanges where its Securities are listed, the information provided to the Compliance Officer in accordance with the Code.

## **7. PENALTY FOR CONTRAVENTION OF THE CODE**

Designated Persons who violate this Code shall also be subject to disciplinary action by the Company which would be determined by the Managing Director. The penalty may include wage freeze, suspension, recovery, etc.

Any amount of penalty collected under this clause, shall be remitted to the SEBI for the credit to the Investor Protection and Education Fund administered by the SEBI under the Act.

Designated persons of the Company who violate the Code shall also be subject to disciplinary action by SEBI in case it is observed by the Company / Compliance Officer that there has been a violation of the Regulations.

SEBI or any other relevant regulatory authority shall be informed promptly about any contravention, along with the action taken by the Company in this regard.

The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

## **8. ACTION IN CASE OF VIOLATION OF REGULATIONS**

Any contravention of this Code and the Regulations shall be dealt with in accordance with the Act. In case it is observed by the Company, that there has been a violation of the Regulations, the Compliance Officer shall promptly inform the Stock Exchanges where the concerned securities are traded, in such form and such manner as may be specified by the Board from time to time.

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*(The amendments to this Code has been approved by the Board of Directors, at their meeting held on May 22, 2024 and the same has been made effective from that date).*

## REQUEST FOR PRE CLEARANCE – SALE OR PURCHASE OF SHARES

Date:

To

The Compliance Officer  
LGB Forge Limited  
6/16/13, Krishnarayapuram Road,  
Ganapathy Post,  
Coimbatore – 641 006.

<b>Name:</b>		<b>Employee ID:</b>	
<b>Designation:</b>		<b>Department:</b>	

With reference to the Code of Conduct for Prevention of Insider Trading of the Company, I, the undersigned, seek your approval to sell / buy \_\_\_\_\_ equity shares of the Company, aggregating in value of Rs. \_\_\_\_\_.

**STATEMENT OF HOLDINGS AT THE TIME OF PRE-CLEARANCE****I. DETAILS OF SHAREHOLDING OF DIRECTOR / OFFICER / DESIGNATED EMPLOYEES HELD IN THEIR OWN NAME:**

No. of Shares held (with Folio No. / DP ID Client ID)	Nature of Transactions for which approval is sought (Purchase / Sell / Others, please specify)	No. of shares to be dealt	Aggregate value of the transaction (Rs.)

**II. DETAILS OF SHARES HELD BY DEPENDANTS:**

<b>Name:</b>		<b>Relationship:</b>	
No. of Shares held (with Folio No. / DP ID Client ID)	Nature of Transactions for which approval is sought (Purchase / Sell / Others, please specify)	No. of shares to be dealt	Aggregate value of the transaction (Rs.)

**Please tick the appropriate case:**

\*\* I/We hereby declare that

the shares to be sold have been held by me / us for a minimum period of 6 months

(or)

the shares to be dealt in are allotted under ESOP Scheme of the Company and are not subject to lock in period of 6 months.

Signature \_\_\_\_\_

\*\*In case the sale of securities is necessitated by personal emergency, Director / Officer / Designated Employees shall specify the reasons.

**Reasons:**

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**FOR OFFICE USE ONLY**

**FORM – II**

**PRE CLEARANCE ORDER**

This is to inform you that your request for dealing in \_\_\_\_\_ shares / debentures / other securities of the Company is approved. Please note that the said transaction must be completed within 7 days from the date of this order.

**For LGB Forge Limited**

**Managing Director**

Date:

**UNDERTAKING BY EMPLOYEE**  
**(to be given at the time of applying for permission for trading)**

Date:

To

The Company Secretary  
LGB Forge Limited  
6/16/13, Krishnarayapuram Road,  
Ganapathy Post,  
Coimbatore – 641 006.

Dear Sir / Madam,

In regard to my request for trading in security dated \_\_\_\_\_ by letter / mail, I \_\_\_\_\_  
(name of the employee) S/o / D/o \_\_\_\_\_ aged \_\_\_\_\_ years residing at  
\_\_\_\_\_ hereby undertake that:

- I do not have any access or has not received any “Unpublished Price Sensitive Information” upto the signing of the undertaking.
- That in case I have access to or receive “Unpublished Price Sensitive Information” after the signing of the undertaking but before the execution of transaction, I shall immediately inform the compliance officer and would completely refrain from dealing in the securities of the Company till the information become public.
- I have not contravened the policy of the Company for Prohibition of Insider Trading as notified from time to time.
- I have made a full disclosure in the matter.

Regards

\_\_\_\_\_  
Signed:

Employee Name:

**DISCLOSURE ON BECOMING A KEY MANAGERIAL PERSONNEL / DIRECTOR / PROMOTER /  
MEMBER OF THE PROMOTER GROUP**

(Regulation 7(1)(b) read with Regulation 6(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015)

**Name of the Company** : LGB Forge Limited  
**ISIN of the Company** : INE201J01017

**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 / Directors 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, Rights entitlements, etc.)	No.	
(1)	(2)	(3)	(4)	(5)	(6)

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

**Details of Open Interest (OI) in derivatives 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		
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 values shall be calculated based on premium plus strike price of options.

Signature :

Name :

Designation :

Date :

Place :

## QUARTERLY DISCLOSURE

Date:

To

The Compliance Officer  
 LGB Forge Limited  
 6/16/13, Krishnarayapuram Road,  
 Ganapathy Post,  
 Coimbatore – 641 006.

## I. Quarterly Statement of Shareholding of Directors / Officers / Designated Employees:

Name, Designation, Department & Employee ID	No. of Securities held as on the start of the quarter	No. of Securities bought during the quarter	No. of Securities sold during the quarter	No. of securities held as on the end of the quarter	Folio / DP ID Client ID

## II. Details of Shares held by Dependents:

Name	Relationship	No. of Securities held as on the start of the quarter	No. of Securities bought during the quarter	No. of Securities sold during the quarter	No. of securities held as on the end of the quarter	Folio / DP ID Client ID

I / We hereby declare that I / We have complied with the requirement of the minimum holding period of 6 months with respect of the shares sold.

\_\_\_\_\_  
 Signature

**ANNUAL DISCLOSURE**

(Disclosure by Designated Persons pursuant to Para 14 of Schedule B of  
SEBI (Prohibition of Insider Trading) Regulations, 2015)

**To**

The Compliance Officer  
LGB Forge Limited  
6/16/13, Krishnarayapuram Road,  
Ganapathy Post,  
Coimbatore – 641006

**Name** :

**Director Identification Number** :

**Permanent Account Number** :

**DP ID Client ID** :

**Phone & Mobile Number** :

**Name of Educational Institution  
from where I graduated** :

**List of Past Employers** :

**Immediate Relatives** :

S. No.	Name	Relation	Permanent Account Number	Phone & Mobile Number

**Note: "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.

**Any other person with whom I share a material financial relationship:**

<b>S. No.</b>	<b>Name</b>	<b>Relation</b>	<b>Permanent Account Number</b>	<b>Phone &amp; Mobile Number</b>

**Note:** 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 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.

I declare that the above furnished details are true, correct and complete in all respect.

Signature:

Name:

Designation:

Date:

Place:

## CONTINUAL DISCLOSURE

(As per Regulation 7(2) read with Regulation 6(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015)

Name of the Company : LGB Forge Limited  
 ISIN of the Company : INE201J01017

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2):

Name, PAN, CIN / DIN & Address with Contact Nos.	Category of Person (Promoters / Member of the Promoter Group / Designated Person / Directors / Immediate Relative to / Others)	Securities held prior to acquisition / disposal		Securities Acquired / Disposed				Securities held post-acquisition / disposal		Date of Allotment Advice / Acquisition of Shares / Disposal of Shares, specify		Date of Intimation to Company	Mode of acquisition / disposal (on market / public / rights / preferential offer / off market / Inter-se transfer, ESOP, etc)	Exchange on which the trade was executed
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc)	No. and % of Shareholding	Type of security (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc)	No.	Value	Transaction Type (Purchase / Sale / Pledge / Revocation / Invocation / Others – Please specify)	Type of security (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc)	No. and % of Shareholding	From	To			
(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 on the securities of the Company by Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2):**

Trading in derivatives (Specify type of contract, future or options, etc)						Exchange on which the trade was executed
Type of Contract	Contract Specifications	Buy		Sell		
		Notional Value	Number of units (contract lot size)	Notional Value	Number of units (contract 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.

Signature :

Name :

Designation :

Date :

Place :

**Disclosure under Regulation 7(3) of SEBI (Prohibition of Insider Trading) Regulations, 2015**  
(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.	Connection with the Company	Securities held prior to acquisition / disposal		Securities Acquired / Disposed				Securities held post-acquisition / disposal		Date of Allotment Advice / Acquisition of Shares / Disposal of Shares, specify		Date of Intimation to Company	Mode of acquisition / disposal (on market / public / rights / preferential offer / off market / Inter-se transfer, ESOP, etc)	Exchange on which the trade was executed
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc)	No. and % of Shareholding	Type of security (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc)	No.	Value	Transaction Type (Purchase / Sale / Pledge / Revocation / Invocation / Others – Please specify)	Type of security (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc)	No. and % of Shareholding	From	To			
(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 on the securities of the Company by other connected persons as identified by the Company:**

Trading in derivatives (Specify type of contract, future or options, etc)						Exchange on which the trade was executed
Type of Contract	Contract Specifications	Buy		Sell		
		Notional Value	Number of units (contract lot size)	Notional Value	Number of units (contract 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.

Signature :  
 Name :  
 Designation :

Date :  
 Place :