



# INDSIL HYDRO POWER AND MANGANESE LIMITED

CIN: L27101TZ1990PLC002849

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

### 1. PREAMBLE

- 1.1 Indsil Hydro Power and Manganese Limited (the Company) endeavours to preserve the confidentiality of unpublished price sensitive information and to prevent the misuse of such information.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.
- 1.2 The Securities 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**”).
- 1.3 This code is applicable to every designated person of the Company (as defined below), their immediate relatives (as defined below), and each such designated person has a duty to safeguard the confidentiality of all information obtained, including during the course of his or her employment at the Company.

### 2. DEFINITIONS AND INTERPRETATIONS

#### Definitions

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

**Board** or **Board of Directors** means the Board of Directors of the Company or any committee thereof.

**Company** means Indsil Hydro Power and Manganese Limited.

**Compliance Officer** shall mean any senior officer, designated so and reporting to the Board of Directors or head of the organization in case Board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliances under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the listed Company or the head of an organization, as the case may be.



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**Connected Person** means a person as defined in Regulation 2(d) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

**Designated Persons** Means:

- (a) All Directors & Key Managerial Personnel (KMPs)
- (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 Head of the Units of material subsidiaries of the Company
- (e) Support Staff of the Company such as IT staff and Secretarial Staff who have access to unpublished price sensitive information.
- (f) Any other employee of the Company designated by the Board of Directors in consultation with the compliance officer, from time to time

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

**Immediate Relative** shall have the meaning assigned to it under in Regulation 2(f) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

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

**Insider** means any person who is (a) a “connected person” or (b) any person 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 an “insider”.

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

**Legitimate purposes** shall include sharing of UPSI in ordinary course of business by an insider with 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.



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

**Trading restriction period** means the period of time when the trading window is closed and as specified in Clause 5.

**Regulations** shall mean Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

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

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

**Securities** shall have the same meaning given to it in the Regulations with respect to the Company and shall include shares and derivatives on shares of the Company.

**Trading** shall have the meaning as defined in Regulation 2(1)(l) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

**Unpublished Price Sensitive Information (UPSI)** shall mean the information as defined in Regulation 2(n) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

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 (Regulation) 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 include plural; masculine expressions include feminine and neuter, and vice versa and it also includes entities / Bodies Corporate.

### 3. COMPLIANCE OFFICER

3.1 The Company has designated the Company Secretary as the Compliance Officer. The Compliance Officer shall report to the Board of the Company and to the Chairman of the Audit Committee and in particular, shall provide reports on a quarterly basis to the Chairman of the Board of Directors.



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3.2 The Compliance Officer shall be responsible for, *inter alia*, the following:

- (a) Compliance of the policies, procedures and codes laid down under the Regulations.
- (b) Monitoring of trades and implementation of the Code under the overall supervision of the Managing Director, Whole Time Director or Chief Executive Officer, Audit Committee and the Board of Directors.
- (c) Review, approval and public disclosure of trading plan.
- (d) Monitoring implementation of the trading plan.
- (e) Maintenance of records required under the Regulations including (i) the record of designated employees and any changes made in the list of designated employees; (ii) the structured digital database of the persons or entities with whom information is shared and (iii) a record of declarations for a minimum period of five years.
- (f) In consultation with the Managing Director, Whole Time Director or Chief Executive Officer of the Company and as directed by the Board, the specification and announcement of a trading restriction period.
- (g) Maintenance of a record of Trading restriction period specified from time to time
- (h) Setting forth policies, procedures, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, approval of the trading plan, pre-clearing of designated persons, monitoring of trading and the implementation of this code under the overall supervision of the Board.

### 4. UNPUBLISHED PRICE SENSITIVE INFORMATION

#### Preservation of Unpublished Price Sensitive Information

- 4.1 Designated persons 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.

#### Communication and Procurement of Unpublished Price Sensitive Information

- 4.2 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



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- 4.3 Any person who is in receipt of the UPSI for legitimate purposes shall be considered as an “insider” under the Regulations and due notice shall be given to such person to maintain confidentiality of the UPSI.
- 4.4 Any person who is in receipt of any inside information shall act in good faith and maintain confidentiality of any information in his/her possession.

### **Limited access to confidential information**

- 4.5 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
- 4.6 If any designated person wants to cross the “Chinese Wall”, they shall seek permissions from the compliance officer in writing stating the reasons/ justification for doing so. The compliance officer shall require such Designated Person to produce an undertaking that the information will not be shared with any other person except as permitted and neither he/ she nor the person with whom the information is shared or their immediate relatives shall trade in or induce others to trade in the securities of the Company.

## **5. STRUCTURED DIGITAL DATABASE**

The Board of Directors shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under the Regulations. Minimum information of such persons/entities including but not limited to Permanent Account Number, immediate relatives, material financial relationship, contact numbers, educational institutions, details of past employers, in case of non-availability of Permanent Account Number, then any other identity authorized by law, shall be maintained in the Database.

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

Information as contained in the database shall be maintained for a minimum period of 8 years after completion of relevant transaction and in the event of receipt of any information from SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.



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## 6. Chinese Wall Procedures and Process:

To prevent the misuse of Unpublished Price Sensitive Information, the Company shall adopt following norms for 'Chinese Wall' procedures which separates those departments which routinely have access to the Unpublished Price Sensitive Information, considered as "inside areas" from those departments which deal with sale/marketing or other departments providing support services, considered as "public areas":

- (a) The Employees in the inside areas e.g. office of Managing Director/Whole Time Director, Chief Financial Officer, Company Secretary etc., are not allowed to communicate any Unpublished Price Sensitive Information to anyone in the public areas.
- (b) The employees in inside area may be physically segregated from employees in public area.
- (c) Demarcation of various departments as inside area may be implemented by the Company.
- (d) In exceptional circumstances employees from the public areas may be brought "crossing the wall" and given confidential information on "need to know" basis for legitimate purpose, under intimation to the Compliance Officer.

## 7. PROHIBITION OF INSIDER TRADING

### Prohibition

7.1 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 to any person including other insiders except where such communication is for legitimate purposes, performance of duties or discharge of legal obligations.

### Trading Plan

7.2 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.



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

## Trading Restrictions

- 7.3 Designated persons shall not indulge in trading during a trading restriction period.
- 7.4 The following events shall trigger a trading restriction period, the duration of which shall be in accordance with clause 5.5 below:
- (a) Declaration of Financial Result;
  - (b) Declaration of Dividends, whether interim or final;
  - (c) Issue of securities by way of public issue, rights issue or bonus issue;
  - (d) Acquisition, amalgamation, merger, de-merger, takeover of companies/businesses, delisting, disposals or expansion of business, new projects or such other transactions in respect of the Company;
  - (e) Buy-back and splitting of Securities or any other change in capital structure;
  - (f) Changes in key managerial personnel;
  - (g) Any changes in policies, plans or operations of the Company;
- 7.5 The trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results is made or decisions in respect of any of the above events are taken or after the information in respect of the above events is made public, whichever is later, or at a later date as may be determined by the compliance officer. The Company shall intimate the beginning of the Trading restriction period to all designated persons.
- 7.6 The Company shall also ensure that the gap between clearance of accounts by the Audit Committee and the Board meeting should be as narrow as possible and preferable on the same day to avoid leakage of material information.
- 7.7 Designated persons shall undertake trading subject to the compliance of the Regulations only when the trading window is open and shall not trade during the trading restriction periods or all other periods when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of Unpublished Price Sensitive Information.



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7.8 The timing for re-opening of the Trading Window shall be determined by the Compliance Officer taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than 48 (forty-eight) hours after the information becomes Generally Available.

7.9 The trading restriction period as specified above shall not apply in respect of

- (a) the transactions specified under clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulation 4 of the regulations 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 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.

### **Pre-Clearance or pre-dealing of trading**

7.10 Designated persons on their behalf or on behalf of their immediate relatives who intend 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.5,00,000/- in a calendar quarter, shall obtain pre-clearance for the transactions as per the pre-clearance procedure.

7.11 An application for pre-clearance of trading shall be made in **Form I** to the compliance officer.

7.12 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.

Provided that the Compliance Officer shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.





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- 7.13 In case the Compliance Officer or any of his/ her immediate relatives wish to trade in the securities of the Company, he/she should get the trade pre-cleared by the Managing Director or the Chief Executive Officer.
- 7.14 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 [2] working days from the date of application.
- 7.15 Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
- 7.16 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 a transaction is not completed within this period, the relevant Designated Person must seek fresh pre-clearance in accordance with the code.
- 7.17 The Designated Person shall report the information relating to execution of trades and in cases where the transaction has not been undertaken shall report the decision not to trade after securing pre-clearance in **Form III** to the Compliance Officer. The Compliance Officer shall maintain a record of the reasons provided in relation to the non-execution of trades by designated persons who have secured pre-clearance.
- 7.18 ***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.

### 8. DISCLOSURES

- 8.1 Designated Persons shall provide a declaration to the Compliance Officer in **Form IV** on an annual basis affirming compliance with this Code and the Code of Practices and procedures for fair disclosure of unpublished price sensitive information.



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- 8.2 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 V**.
- 8.3 Designated Persons shall also report their level of holdings in the Securities of the Company to the Compliance Officer on an annual basis in **Form VI**.
- 8.4 Designated Persons shall also make disclosures in **Form VII** to the Compliance Officer within 30 days from
- i. the end of every financial year and
  - ii. as and when there is any change in the information given in the said disclosure.

Provided that the designated persons shall also provide the following information of their immediate relatives and persons with whom they share a material financial relationship in the said disclosure.

- Name & Permanent Account Number (PAN) or other identifier authorized by law, where there is no PAN.
- Telephone Number.
- Mobile Number.

Provided further that the names of the educational institutions from which the designated person graduated, and the names of their past employers shall also be disclosed on a one-time basis in the said disclosure.

- 8.5 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 such form as prescribed by SEBI within 7 days of such appointment or becoming a promoter as required under Regulation 7(1) of the Regulations.
- 8.6 Every promoter, member of the promoter group, designated person and Director of every Company shall disclose to the Company in 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 stipulated from time to time as required under Regulation 7(2) of the Regulations.



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### **9. RECORDS OF DISCLOSURES RECEIVED BY THE COMPANY.**

- 9.1 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.
- 9.2 The Compliance Officer shall place before the Audit Committee / Board of Directors on a quarterly basis, all the details of the Dealing in the Securities by designated persons of the Company together with the accompanying documents provided by the designated persons in accordance with this Code.

### **10. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING (INTERNAL CONTROLS):**

- 10.1 The Chief Executive Officer or Managing Director shall ensure that there is adequate and effective system of internal controls to ensure compliance with the requirements given in the Regulations to prevent insider trading.
- 10.2 Internal controls include the following:
- All employees who have access to UPSI are identified as Designated person. The details of such designated person shall be included in the structured digital database maintained by the Company as required under the Regulations. A person shall continue to be identified as a designated person for as long as he is in possession of UPSI.
  - All UPSI shall be identified and its confidentiality shall be maintained as per the requirements of the Regulations.
  - Adequate restrictions shall be placed on communication or procurement of UPSI as required by the Regulations.
  - List of employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreements shall be signed, or notice shall be served to all such employees and persons.
  - All other relevant requirements of the Regulations shall be complied with.
  - Periodic process review to evaluate effectiveness of internal controls.



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### 11. PROCEDURE FOR DISCLOSURE AND INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UPSI:

**Protected Disclosure** shall mean written communication made in good faith by an person disclosing information regarding the leak or suspected leak of UPSI. Also, protected Disclosure shall mean an incident wherein there is no written communication made by any person however the leak or suspected leak of UPSI is known publicly.

#### **Procedure for disclosure:**

- All Protected Disclosures should be addressed to the Compliance Officer of the Company under a covering letter which shall bear the identity of the person issuing the Protected Disclosure. Identity of the person issuing the protected disclosure must be disclosed in the covering letter. Anonymous disclosures will not be entertained. The contact details of the Compliance Officer are as under:

The Compliance Officer  
Indsil Hydro Power and Manganese Limited  
Indsil House, Door No:103-107, T.V.Samy Road (West), R S Puram,  
Coimbatore – 641002

- If the protected disclosure involved the Compliance Officer/Managing Director, the same shall be sent to the attention of Chairman of the Audit Committee.

Chairman – Audit Committee,  
Indsil Hydro Power and Manganese Limited  
Indsil House, Door No:103-107, T.V.Samy Road (West), R S Puram,  
Coimbatore – 641002

- In case the leak or suspected leak of UPSI on which no written communication has been received, then the Compliance Officer / Chairman of Audit Committee, as the situation demands have the power to suo-moto take cognizance of the fact.
- Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English or in the local language of the place in which the Registered Office is located.
- The Compliance Officer shall detach the covering letter and discuss the Protected Disclosure with concerned persons as deemed fit, and or forward the Protected Disclosure for investigation / inquiry.



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- Protected Disclosures should be factual and not speculative or in the nature of a conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and indicate the urgency of a preliminary investigative procedure.
- If initial inquiries done by the Compliance Officer indicate that the protected disclosure has no basis, or it is not a matter on which an investigation is to be pursued under this Policy, it may be dismissed at this stage and the decision should be reduced in writing and documented.
- Where initial inquiries indicate that further investigation is necessary, this will be carried through either by the Compliance Officer alone, or by a Committee constituted by the Compliance Officer in consultation with the Managing Director or Chief Executive Officer. In a scenario wherein Managing Director / Compliance Officer is not able to constitute the Committee, then Audit Committee of Board of Directors shall constitute the Committee. The Committee can consist of Members of the Board and / or executives of the Company.
- The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be forwarded to the Chairman of the Audit Committee / Board of Directors.

### **12. Procedure for Investigation:**

- All Protected Disclosures reported under this Policy will be thoroughly investigated by the Compliance Officer / Committee. In case of suo-moto action by the Compliance Officer or the Chairman of the Audit Committee, the investigation will start thereon.
- Compliance Officer / Committee is required to conduct the process towards fact-finding and analysis. Technical and other resources may be drawn upon as necessary to augment the investigation. The Compliance Officer / Committee has a duty of fairness, objectivity, thoroughness, ethical behaviour, and observance of legal and professional standards.
- The decision to investigate taken by the Compliance Officer/Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion that an improper or unethical act was committed.
- The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.



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- Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- Subjects shall have a duty to co-operate with the Compliance Officer or any of the Investigators during investigation to the extent that such co-operation sought does not merely require them to admit guilt.
- Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witnesses shall not be influenced, coerced, coached, threatened or intimidated by the Subjects. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- The investigation shall be completed normally within 30 days of the receipt of the Protected Disclosure/taking suo-moto note of such incident. However, the Compliance Officer or the Committee shall have the powers to grant or extend time limit wherever it is necessary.
- On submission of report, the Compliance Officer or the Committee shall discuss the matter with Audit Committee who shall either:
  - a. In case the Protected Disclosure/ suo-moto note of incident involving leakage or suspected leakage of UPSI, is proved, accept the findings of the Compliance Officer/ Investigators, take such Disciplinary Action as he/they may think fit and take preventive measures to avoid reoccurrence of the matter. This shall be done in consultation with the Managing Director or Chief Executive Officer, if possible.
  - b. In case the Protected Disclosure / suo-moto note of incident involving leakage or suspected leakage of UPSI is not proved, close the matter;
  - c. Depending upon the seriousness of the matter, Compliance Officer may refer the matter to the Chairman of Audit Committee / Board of Directors with proposed disciplinary action/ counter measures like suspension/ termination of service / complaint to police etc., as the situation may warrant. The decision of the Audit Committee / Board of Directors is final and binding.



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### 13. INTIMATION ON VIOLATION OF THE REGULATIONS

In case it is observed by the Company that there has been a violation of the Regulations, the Company shall inform the Stock Exchanges where the securities of the Company are traded in such form and manner as specified by SEBI from time to time.

### 14. 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 or Chief Executive Officer. The penalty may include wage freeze, suspension, Recovery, Claw back, termination, ineligibility for future participation in employee stock option plans, etc. The following action shall be taken for any non-compliance with the Code, in addition to the actions that may be taken by SEBI or other authorities:

S. No.	Nature of Contravention	Penalty
1.	Not obtaining pre-clearance for trading in the Securities	First instance: For contraventions involving an amount not exceeding Rs. 10 Lakhs – Warning  For contraventions involving an amount exceeding Rs. 10 Lakhs – 10% of the gross value of the transaction Second instance: A fine of upto 25% of the gross value of the transaction  Third instance: Action as may be recommended by the Audit Committee and approved by the Board of Directors.
2.	Delay in reporting / declaring transactions (buy/sell) in the Securities within the stipulated time (including a 'NIL' report)	First instance: Warning  Second instance: A fine of Rs. 1,000/- per day of default till the date of reporting  Third instance: Action as may be recommended by the Audit Committee and approved by the Board of Directors.
3.	Trading during trading restriction period	First instance: A fine of upto 10% of the gross value of the transaction



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S. No.	Nature of Contravention	Penalty
		<p>Second instance: A fine of upto 25% of the gross value of the transaction</p> <p>Third instance: Action as may be recommended by the Audit Committee and approved by the Board of Directors.</p>
4.	Contra-trades	<p>First instance: A fine of upto 10% of the gross value of the transaction + the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to Investor Education and Protection Fund</p> <p>Second instance: A fine of upto 25% of the gross value of the transaction + the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to Investor Education and Protection Fund</p> <p>Third instance: Action as may be recommended by the Audit Committee and approved by the Board of Directors.</p>
5.	Leak of UPSI	<p>Disciplinary actions which may include wage freeze, suspension, recovery, ineligibility for future participation in the Company's any benefit plans or termination, which will be in addition to the penal provisions stated under the Regulations and any other statutory enactments, as applicable as may be recommended by the Audit Committee and approved by the Board of Directors based on the investigation reports of the Compliance Officer.</p>
6.	Any other non-compliance with the Code	<p>Where the amount involved is less than Rs. 10 lakhs – A penalty of Rs. 10,000/- or 10% of the gross value of the transaction whichever is lower.</p>





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S. No.	Nature of Contravention	Penalty
		Where the amount involved is more than Rs. 10 lakhs – A penalty of Rs. 50,000/- or 25% of the gross value of the transaction whichever is lower.  Where there is no amount involved- Rs.10,000/- for each violation.

Any amount collected as penalty / fine for contravention of the Company's Code of Conduct shall be remitted to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI.

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

### 15. GENERAL

All Designated Persons are advised to review this code and the Regulations carefully and acquaint themselves with all the provisions contained therein. The Compliance Officer will be available for clarification/ assistance that may be necessary and format for all application, undertaking and disclosure forms are available with the Compliance Officer.

### 16. SUBMISSION OF INFORMATION TO SEBI ON ALLEGED VIOLATION OF THE INSIDER TRADING LAWS

An informant may submit information to SEBI on alleged violation of insider trading laws by complying with the procedures laid down under Chapter IIIA of the Regulations.

Explanation: The term "Informant" shall have the meaning ascribed to it under the Regulations (as amended from time to time) The Regulations and the procedure laid down therein can be accessed on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in)

### 17. PROTECTION AGAINST RETALIATION AND VICTIMISATION

The Company undertakes to provide suitable protection against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination to any employee of the Company who files a Voluntary Information Disclosure Form, irrespective of whether the information is considered or rejected by SEBI or he or she is eligible for a Reward under the Regulations, by reason of:



## INDSIL HYDRO POWER AND MANGANESE LIMITED

CIN: L27101TZ1990PLC002849

- a. filing a Voluntary Information Disclosure Form under the Regulations;
- b. testifying in, participating in, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by SEBI;
- c. breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with SEBI in any manner.

### **18. AMENDMENTS TO THE CODE AS EFFECTED BY SEBI NOTIFICATIONS:**

SEBI periodically issues Notifications/Circulars to amend the Regulations. The Company in compliance with the same suitably amends the Code if/as required. Such Notifications/Circulars in Original Text can be accessed at the SEBI website i.e., [www.sebi.gov.in](http://www.sebi.gov.in) -> Legal -> Regulations.

### **19. AMENDMENTS TO THE POLICY**

The Board of Directors is authorised to make minor modifications to this Code which will remove ambiguities, enhance clarity on the provisions of the Code etc.

In case of any major changes to the Policy, the Board of Directors shall amend this policy, as may be required to be in line with the changes, amendments and modifications if any in the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Further, in case of any amendment, clarification, circular, notification etc. issued by a competent authority, which is not consistent with the provisions laid down under this Policy, the provisions of such amendment, clarification, circular, notification, etc. shall prevail and this policy shall stand amended accordingly, without any further action, on and from the date on which such amendment, clarification, circular, notification comes in to effect.

*This policy was last amended on 5<sup>th</sup> July 2024*

## FORM I

### INDSIL HYDRO POWER AND MANGANESE LIMITED

#### APPLICATION FOR PRE-CLEARANCE OF TRADES IN SECURITIES

From

(Name & address of person seeking pre-clearance)

To

**The Compliance Officer**

Indsil Hydro Power and Manganese Limited

Indsil House, Door No:103-107, T.V.Samy Road (West),

R S Puram, Coimbatore – 641002

Dear Sir/Madam,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Code of Conduct to regulate, monitor and report trading by designated persons in the equity shares of Indsil Hydro Power and Manganese Limited, I seek approval for purchase/sale/ subscription of the Securities of the Company as per the details given below:

Name:	
Designation:	
Department:	
Employee No.: (if employee)	
Permanent Account Number:	

#### Details of Transaction:

<b>No. of Securities held (including the dependent members) as on the date of application</b>	
<b>Folio No. /DP ID &amp; Client ID</b>	
<b>Nature of new transaction for which approval is sought</b>	
<b>Estimated number of securities to be dealt</b>	
<b>Estimated consideration value</b>	
<b>Mode of transaction (on market/ public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)</b>	
<b>Whether proposed transaction is in the self-name or in the name of dependent family member</b>	
<b>Name of the dependent, if the transaction is in the name(s) of the dependent(s)</b>	
<b>Date of Purchase /sale/ allotment</b>	
<b>Previous approval no. and date of Purchase/ sale/ allotment</b>	

## UNDERTAKING

In this connection I solemnly confirm and declare:

- a) **THAT** I do not have access and /or have not received any “Unpublished Price Sensitive Information” up to the time of signing the undertaking.
- b) **THAT** in case I have access to or receive “Unpublished Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of any change in my position and THAT I shall refrain from dealing in the securities of the Company till the time such information becomes public.
- c) **THAT** I have not contravened the Code of Conduct to regulate, monitor and report trading by Designated Persons in equity shares of Indsil Hydro Power and Manganese Limited, as notified by the Company from time to time.
- d) **THAT** I have not entered into any sale transaction of the shares of the Company in the last six months prior to the proposed date of purchase/ THAT I have not entered into any purchase transaction of the shares of the Company in the last six months prior to the proposed date of sale. *(Strike out whichever is not applicable)*
- e) I undertake to submit the necessary report within two (2) days of execution of the transaction/or Nil report along with the reasons for not executing the transaction, if the transaction is not undertaken.
- f) I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.
- g) I hereby solemnly declare that I have made a full and true disclosure in this regard to the best of my knowledge and belief.
- h) I hereby undertake not to transact in securities in the sanctioned period in case trading window is declared closed subsequently.

Pre-clearance may kindly be accorded in terms of provisions of the Code of Conduct to regulate, monitor and report trading by Designated Persons in equity shares of Indsil Hydro Power and Manganese Limited and Code of practices & procedure for fair disclosure of unpublished price sensitive information of Indsil Hydro Power and Manganese Limited.

Signature.....

Name:

Designation:

Place:

Date:

---

**FOR OFFICE USE**

Serial number of the application received \_\_\_\_\_

Date & time of receipt of the Application\_\_\_\_\_

Date & time of communication of the pre-clearance or otherwise\_\_\_\_\_

Reasons for not giving pre-clearance\_\_\_\_\_

Signature of the Compliance Officer /Authorised Officer

**FORM II**

**INDSIL HYDRO POWER AND MANGANESE LIMITED**

**LETTER OF INTIMATION OF PRE-CLEARANCE**

Date:

To

(Name & address of the person seeking pre-clearance)

**Dear Sir/ Madam,**

With reference to your above application for pre-clearance dated \_\_\_\_\_ seeking approval for undertaking certain transactions in Securities of the Company detailed therein, please be informed that you are hereby authorized to undertake the transaction(s) as detailed in your said application.

Kindly note that in terms of the Code of Conduct to regulate, monitor and report trading by Designated Persons in the equity shares of Indsil Hydro Power and Manganese Limited, the above-mentioned transaction is to be completed within \_\_\_\_\_ i.e. within seven trading days from the date of such pre-clearance.

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

This approval letter is valid till \_\_\_\_\_ (i.e. for 7 trading days from the date of this approval). If you do not execute the approved transaction/deal on or before this date you would have to seek fresh pre-clearance approval 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 (Two) trading days from the date of transaction/deal. In case the transaction is not undertaken a "Nil" report along with the reasons for not executing the transaction shall be necessary.

Kindly also note that in terms of the Code of Conduct to regulate, monitor and report trading by Designated Persons in the equity shares of Indsil Hydro Power and Manganese Limited and Code of practices & procedure for fair disclosure of unpublished price sensitive information of Indsil Hydro Power and Manganese Limited, you shall not enter into a contra/ opposite transaction i.e. sell any number of shares of the Company for a period of six months following this transaction of purchase.

The above sanction automatically stands withdrawn if subsequently the trading window is declared closed involving the period of sanction therein.

For Indsil Hydro Power and Manganese Limited

Compliance Officer/Authorised Officer

## FORM III

### DISCLOSURE OF PRE-APPROVED TRANSACTIONS

(Date)

From  
(Name & Address of designated person)

To  
**The Compliance Officer**  
Indsil Hydro Power and Manganese Limited  
Indsil House, Door No:103-107, T.V.Samy Road (West),  
R S Puram, Coimbatore – 641002

Dear Sir/Madam,

**Sub: DETAILS OF PRE-APPROVED TRANSACTION**

**Ref: Your Approval letter No. \_\_\_\_\_ dated \_\_\_\_\_**

---

I hereby inform you that I

- a. **have not purchased/sold/ subscribed to any equity shares due to \_\_\_\_\_**  
*(reason for executing the transaction to be given)*
- b. **have bought/ sold/ subscribed \_\_\_\_\_ equity shares of Rs.10/- each**  
**as per the details mentioned below**  
*(Strike off either (a) or (b) whichever is not applicable)*

<b>Name</b>	
<b>Folio No. /DP ID &amp; Client ID</b>	
<b>No. of Securities held prior to the transaction</b>	
<b>Nature of transaction</b>	
<b>No. of Securities dealt with</b>	
<b>Value of Transaction</b>	
<b>No. of Securities held after the transaction</b>	
<b>Date of the transaction</b>	
<b>Mode of transaction (on market/ public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)</b>	

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

1. Broker's contract note
2. Proof of Payment to/from brokers
3. Extract of bank passbook/statement

I declare that the above information is correct and that no provisions of the Code of Conduct to regulate, monitor and report trading by Designated Persons in the equity shares of Indsil

Hydro Power and Manganese Limited and /or applicable laws /regulations have been contravened for effecting the above said transaction(s).

I declare that I have not entered and would not enter into a contra/ opposite transaction of the shares of the Company for a period of 6 Months from the date of this transaction. In case there are any urgent need to transact/ deal in the securities within said period, I shall approach the Compliance Officer for necessary approval.

Yours truly,

Signature: .....

Name:

Designation:



## Form IV

### Form IV-A (To be used by individuals)

**Declaration in terms of Code of Conduct to regulate, monitor and report trading by designated persons and Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information under SEBI (Prohibition of Insider Trading) Regulations, 2015**

From

(Name & Address of the designated person)

To

**The Compliance Officer**

Indsil Hydro Power and Manganese Limited  
Indsil House, Door No:103-107, T.V.Samy Road (West),  
R S Puram, Coimbatore – 641002

Dear Sir/Madam,

I am aware that I am one of the Designated Person under the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('the Regulations').

I confirm that

1. A copy of the Indsil Hydro Power and Manganese Limited – (a) Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and (b) Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons under SEBI (Prohibition of Insider Trading) Regulations, 2015 of the Company has been handed over to me.
2. I am fully aware of the provisions of the Code and the obligations on my part as a Designated Person and that contravention of the said Code will entail disciplinary proceedings against me, in addition to action by SEBI under the Regulations.

Yours faithfully,

-----  
(Signature of the Designated Person)

Name of the Designated Person

Place:

Date:

**Form IV-B (To be used by organisations)**  
**Declaration in terms of Code of Conduct to regulate, monitor and report trading by designated persons and Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information under SEBI (Prohibition of Insider Trading) Regulations, 2015**

From  
(Name & Address of the designated person)

To  
**The Compliance Officer**  
Indsil Hydro Power and Manganese Limited  
Indsil House, Door No:103-107, T.V.Samy Road (West),  
R S Puram, Coimbatore – 641002

Dear Sir/Madam,

We are aware that we are one of the Designated Person under the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('the Regulations').

We confirm that

1. A copy of the Indsil Hydro Power and Manganese Limited – (a) Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and (b) Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons under SEBI (Prohibition of Insider Trading) Regulations, 2015 of the Company has been handed over to us.
2. We are fully aware of the provisions of the Code and the obligations on my part as a Designated Person and that contravention of the said Code will entail disciplinary proceedings against me, in addition to action by SEBI under the Regulations.

Yours faithfully,  
For *(Name of organisation)*

(Signature of the Authorised signatory)  
(Name of the Authorised Signatory)  
(Designation of Authorised signatory in the organisation)  
Place:  
Date:

**FORM V**  
**Form V-A (To be used by individuals)**  
**INDSIL HYDRO POWER AND MANGANESE LIMITED**

**PROFORMA FOR INITIAL DISCLOSURE OF LEVEL OF HOLDINGS IN THE SECURITIES OF THE COMPANY**

From  
(Name & Address of designated person)

To  
**The Compliance Officer**  
Indsil Hydro Power and Manganese Limited  
Indsil House, Door No:103-107, T.V.Samy Road (West),  
R S Puram, Coimbatore – 641002

Dear Sir,

I, \_\_\_\_\_, (*Designation*) of Indsil Hydro Power and Manganese Limited, having been appointed/ identified as a designated person pursuant to the Code of Conduct to regulate, monitor and report trading by designated persons of the Company furnish below the details of my holdings in the equity shares of Indsil Hydro Power and Manganese Limited as on \_\_\_\_\_ (*date of appointment/ identification as designated person*).

**I. Details of shareholding in own name**

<b>No. of securities held as on date</b>	
<b>Folio No./DP ID &amp; Client ID</b>	

**II. Details of shareholdings of immediate relatives/ persons with whom material financial relationship# is shared**

<b>S. No.</b>	<b>Name of the Immediate relative / person with whom material relationship is shared</b>	<b>Nature of Relationship</b>	<b>No. of securities held as on date</b>	<b>Folio No./ DP ID &amp; Client ID</b>

*Note: Provide details of all the immediate relatives and persons with whom material relationship is shared.*

*# The term "material financial relationship" means 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 12 months, equivalent to at least 25% of such payer's annual income but excludes relationships in which the payment is based on arm's length transactions.*

We declare that we will comply with the Code of conduct to regulate, monitor and report trading by designated persons of the Company. We further declare that the above disclosure is true and correct

Signature:

Name:

Designation:

Place:

Date:

**Form V-B (To be used by organisations)**  
**INDSIL HYDRO POWER AND MANGANESE LIMITED**

**PROFORMA FOR INITIAL DISCLOSURE OF LEVEL OF HOLDINGS IN THE SECURITIES OF THE COMPANY**

From  
(Name & Address of designated person)

To  
**The Compliance Officer**  
Indsil Hydro Power and Manganese Limited  
Indsil House, Door No:103-107, T.V.Samy Road (West),  
R S Puram, Coimbatore – 641002

Dear Sir,

We, \_\_\_\_\_, having office at \_\_\_\_\_ represented by Mr. \_\_\_\_\_, (*authorised signatory of organisation*), having been identified as a designated person pursuant to the Code of Conduct to regulate, monitor and report trading by designated persons of the Company furnish below the details of my holdings in the equity shares of Indsil Hydro Power and Manganese Limited as on \_\_\_\_\_ (*date of identification as designated person*).

**I. Details of shareholding in own name**

<b>No. of securities held as on date</b>	
<b>Folio No./DP ID &amp; Client ID</b>	

**II. Details of shareholdings of persons with whom UPSI/ material financial relationship# is shared**

<b>S. No.</b>	<b>Name of the Immediate relative / person with whom material relationship is shared</b>	<b>Nature of Relationship</b>	<b>No. of securities held as on date</b>	<b>Folio No./ DP ID &amp; Client ID</b>

*Note: Provide details of all the immediate relatives and persons with whom material relationship is shared.*

*# The term "material financial relationship" means 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 12 months, equivalent to at least 25% of such payer's annual income but excludes relationships in which the payment is based on arm's length transactions.*

We declare that we will comply with the Code of conduct to regulate, monitor and report trading by designated persons of the Company. We further declare that the above disclosure is true and correct.

Signature:  
Name:  
Designation:  
Place:  
Date:

**FORM VI**  
**Form VI-A (To be used in case of individuals)**  
**INDSIL HYDRO POWER AND MANGANESE LIMITED**

**PROFORMA FOR ANNUAL DISCLOSURE OF LEVEL OF HOLDINGS IN THE SECURITIES OF  
THE COMPANY**

From  
(Name & Address of designated person)

To  
**The Compliance Officer**  
Indsil Hydro Power and Manganese Limited  
Indsil House, Door No:103-107, T.V.Samy Road (West),  
R S Puram, Coimbatore – 641002

Dear Sir,

I, \_\_\_\_\_, (*Designation*) of Indsil Hydro Power and Manganese Limited, furnish below the details of transaction(s) in the equity shares of Indsil Hydro Power and Manganese Limited, during the financial year ended 31<sup>st</sup> March 20\_\_ as well as shareholding as on 31<sup>st</sup> March 20\_\_.

**I. Details of transaction /shareholding in own name**

No. of securities held as at the beginning of the year	Date of transaction	Details of shares acquired/ disposed during the year			No. of securities as at the end of the year	Folio No./DP ID & Client ID
		Nature of transaction	No. of securities	Value of transaction		

*Note: Provide details of all transactions undertaken during the year.*

**II. Details of transaction /shareholdings of immediate relatives/ persons with whom material relationship is shared#.**

S. No.	Name of the Immediate relative / person with whom material relationship is shared	Nature of Relationship	No. of securities held as at the beginning of the year	Date of transaction	Details of shares acquired/ disposed during the year			No. of securities as at the end of the year	Folio No./ DP ID & Client ID
					Nature of transaction	No. of securities	Value of transaction		

*Note: Provide details of all transactions undertaken during the year by all the immediate relatives and persons with whom material relationship is shared.*

# The term “material financial relationship” means 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 12 months, equivalent to at least 25% of such payer’s annual income but excludes relationships in which the payment is based on arm’s length transactions.

I declare that I will comply/ have complied with the requirements of not entering into a contra/ opposite transaction in the shares of the Company for a minimum period of 6 months following a prior transaction.

I further declare that the above disclosure is true and correct.

Signature:

Name:

Designation:

Place:

Date:

**Form VI-B (To be used in case of organisations)  
INDSIL HYDRO POWER AND MANGANESE LIMITED**

**PROFORMA FOR ANNUAL DISCLOSURE OF LEVEL OF HOLDINGS IN THE SECURITIES OF  
THE COMPANY**

From  
(Name & Address of designated person)

To  
**The Compliance Officer**  
Indsil Hydro Power and Manganese Limited  
Indsil House, Door No:103-107, T.V.Samy Road (West),  
R S Puram, Coimbatore – 641002

Dear Sir,

We, \_\_\_\_\_, having office at \_\_\_\_\_ represented by Mr. \_\_\_\_\_, (*authorised signatory of organisation*), being identified as a designated person in Indsil Hydro Power and Manganese Limited, furnish below the details of transaction(s) in the equity shares of Indsil Hydro Power and Manganese Limited, during the financial year ended 31<sup>st</sup> March 20\_\_ as well as shareholding as on 31<sup>st</sup> March 20\_\_.

**I. Details of transaction /shareholding in own name**

No. of securities held as at the beginning of the year	Date of transaction	Details of shares acquired/ disposed during the year			No. of securities as at the end of the year	Folio No./DP ID & Client ID
		Nature of transaction	No. of securities	Value of transaction		

*Note: Provide details of all transactions undertaken during the year.*

**II. Details of transaction /shareholdings of persons with whom UPSI/ material financial relationship# is shared**

S. No.	Name of the person	Designation in the organisation	No. of securities held as at the beginning of the year	Date of transaction	Details of shares acquired/ disposed during the year			No. of securities as at the end of the year	Folio No./ DP ID & Client ID
					Nature of transaction	No. of securities	Value of transaction		

*Note: Provide details of all transactions undertaken during the year by all the persons with whom UPSI is shared by the organisation.*

*# The term “material financial relationship” means 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 12 months, equivalent to at least 25% of such payer’s annual income but excludes relationships in which the payment is based on arm’s length transactions.*

We declare that we will comply/ have complied with the requirements of not entering into a contra/ opposite transaction in the shares of the Company for a minimum period of 6 months following a prior transaction.

We further declare that the above disclosure is true and correct.

Signature:

Name:

Designation:

Place:

Date:



# FORM VII

## Form VII-A (To be used by individuals) DISCLOSURE BY DESIGNATED PERSONS FOR MAINTENANCE OF STRUCTURED DIGITAL DATABASE

From  
(Name & address of person seeking pre-clearance)

To  
**The Compliance Officer**  
Indsil Hydro Power and Manganese Limited  
Indsil House, Door No:103-107, T.V.Samy Road (West),  
R S Puram, Coimbatore – 641002

Dear Sir/Madam,

**Sub: Disclosure as required under Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons under SEBI (Prohibition of Insider Trading) Regulations, 2015 for maintenance of structured digital database**

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I, \_\_\_\_\_, (Designation) in Indsil Hydro Power and Manganese Limited, hereby disclose the following details as required under the Company's Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons under SEBI (Prohibition of Insider Trading) Regulations, 2015.

### I. Details of Designated Person

Name	
Designation	
Permanent Account Number (PAN)	
In case of non-availability of PAN, any other identifier authorised by law*	
Phone Number	
Mobile Number	
Qualification	
Names of educational institutions from which graduated	1. 2. 3.
Names of all the past employers	1. 2. 3.

### II. Details of the immediate relatives

S. No.	Name of immediate relative	Nature of relationship	PAN	Any other identifier authorised by law *	Phone Number	Mobile Number
1		Spouse				
2		Father				

S. No.	Name of immediate relative	Nature of relationship	PAN	Any other identifier authorised by law *	Phone Number	Mobile Number
3		Mother				
4		Brother				
5		Sister				
6		Son				
7		Daughter				
8		<i>(Other immediate relative/ financial dependent to be given)</i>				

**III. Person with whom I share a material financial relationship #**

S. No.	Name of person	PAN	Any other identifier authorised by law*	Phone Number	Mobile Number
1					
2					
3					
4					

\*Includes AADHAR No./ Driving License No./ Voter Identity Card No./ Any other identifier authorised by law – To be specified only if PAN is not available for such person.

# The term “material financial relationship” means 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 12 months, equivalent to at least 25% of such payer’s annual income but excludes relationships in which the payment is based on arm’s length transactions.

I further declare that the above disclosure is true and correct.

Yours faithfully,

(Name of the Designated Person)

Designation:

Place:

Date:

**Form VII-B (To be used by organisations)**  
**DISCLOSURE BY DESIGNATED PERSONS FOR MAINTENANCE OF**  
**STRUCTURED DIGITAL DATABASE**

From  
(Name & address of person seeking pre-clearance)

To  
**The Compliance Officer**  
Indsil Hydro Power and Manganese Limited  
Indsil House, Door No:103-107, T.V.Samy Road (West),  
R S Puram, Coimbatore – 641002

Dear Sir/Madam,

**Sub: Disclosure as required under Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons under SEBI (Prohibition of Insider Trading) Regulations, 2015 for maintenance of structured digital database**

---

We, \_\_\_\_\_, having office at \_\_\_\_\_ represented by Mr. \_\_\_\_\_, (*authorised signatory of organisation*), being identified as a designated person hereby disclose the following details as required under the Company's Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons under SEBI (Prohibition of Insider Trading) Regulations, 2015.

**I. Details of Designated Person**

Name	
Type of Organisation	
Registration Number	
Registered Address	
Permanent Account Number (PAN)	
In case of non-availability of PAN, any other identifier authorised by law*	
Name of contact person	
Phone Number of contact person	
Mobile Number of contact person	

**II. Details of the persons with whom UPSI is shared**

S. No.	Name of person	Designation in the organisation	PAN	Any other identifier authorised by law*	Phone Number	Mobile Number
--------	----------------	---------------------------------	-----	---	--------------	---------------

1						
2						
3						
4						

**III. Person with whom the organisation shares a material financial relationship #**

<b>S. No.</b>	<b>Name of person</b>	<b>PAN</b>	<b>Any other identifier authorised by law*</b>	<b>Phone Number</b>	<b>Mobile Number</b>
1					
2					
3					
4					

\*Includes AADHAR No./ Driving License No./ Voter Identity Card No./ Any other identifier authorised by law – To be specified only if PAN is not available for such person.

# The term “material financial relationship” means 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 12 months, equivalent to at least 25% of such payer’s annual income but excludes relationships in which the payment is based on arm’s length transactions.

We further declare that the above disclosure is true and correct.

Yours faithfully,

(Name of the Designated Person)

Designation:

Place:

Date: