

NEIL INDUSTRIES LIMITED

CIN: L51109WB1983PLC036091

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MINIMUM STANDARDS FOR CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS

(Approved by Board of Directors at its meeting held on July 18, 2025)

I. Introduction

Regulation 9(1) of the newly introduced SEBI (Prohibition of Insider Trading) Regulations, 2015 (the “Regulations”) requires a listed company to formulate a Code of Conduct to Regulate, Monitor and Report Trading by its employees and other connected persons, towards achieving compliance with the said Regulations, adopting the minimum standards, set out in Schedule B to the Regulations. Accordingly a Code of Conduct to Regulate, Monitor and Report Trading by Designated Person (the “Code”) for Neil Industries Limited (the “Company”) is hereby framed as under –

II. Important Definitions

(a) “**Compliance Officer**” means 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 compliance 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board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.

[Explanation –For the purpose of this regulation, “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]

(b) “Connected person” shall mean:

(i) any person who is or has during the two months prior to the concerned act been associated with the mutual fund, asset management company and trustees, 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 employee of the asset management company and trustee or holds any position including a professional or business relationship with the mutual fund or asset management company or the trustees, whether temporary or permanent, that allows such a person, direct or indirect access to unpublished price sensitive information or is reasonably expected to allow such access;

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

(a) an immediate relative of connected persons specified in clause (i); or

(b) Sponsor, holding company or associate company or subsidiary company of the Sponsor or Asset management company and Trustees; or

(c) Board of Directors and key management personnel of sponsor of the mutual fund; or

(d) Directors or employees of registrar and share transfer agents, custodians or valuation agencies of the mutual fund who have access or are reasonably expected to have access to unpublished price sensitive information relating to a mutual fund scheme or its units in the course of business operations; or

(e) an official or an employee of fund accountant providing services to a mutual fund who have access or are reasonably expected to have access to unpublished price sensitive information relating to a mutual fund scheme or its units in the course of business operations; or

(f) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or

(g) an official of a stock exchange for dissemination of information; or

(h) Directors or employees of auditor, legal advisor or consultants of the mutual fund or asset management company who have access or are reasonably expected to have access to unpublished price sensitive information relating to a mutual fund scheme or its units in the course of business operation; or

(i) an intermediary as specified in section 12 of the Act or an employee or director thereof who have access or are reasonably expected to have access to unpublished price sensitive information relating to a mutual fund scheme or its units in the course of business operations; or

(j) a banker of the mutual fund or asset management company; or

(k) a concern, firm, trust, HUF, company or association of persons wherein a director of an asset management company and Trustees or his immediate relative or banker of the company, has more than ten per cent of the holding or interest;

(c) "generally available information" means information that is made available to the unitholders or made accessible to the public on a non-discriminatory basis;

NOTE: Generally available information is intended to be defined to crystallize and appreciate its meaning.

Information published on the website of a stock exchange would ordinarily be considered generally available.

Explanation : The asset management companies/trustees shall immediately disseminate all material information on the platform of the stock exchange or in any other manner as may be specified by the Board, whenever the same

(d) "insider" means any person who is:

i) a connected person; or

ii) in possession of or having access to unpublished price sensitive information;

(e) "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;

(f) "relative" shall mean the following:

(i) Spouse of the person;

(ii) Parent of the person and parent of its spouse

(iii) Sibling of the person and sibling of its spouse

(iv) Child of the person and child of its spouse

(v) Spouse of the person listed at sub-clause (iii); and

(vi) Spouse of the person listed at sub-clause (iv)

NOTE: It is intended that the relatives of a “connected person” too become connected persons for the purpose of these regulations. It is rebuttable presumption that a connected person had UPSI.

(g) **"trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

(h) **"trading day"** means a day on which the recognized stock exchanges are open for trading;

(i) **"unpublished price sensitive information"** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the following: –

(i) financial results;

(ii) dividends;

(iii) change in capital structure;

(iv) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and reward or termination of order/contracts not in the normal course of business and such other transactions;

(v) changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;

(vi) change in rating(s), other than ESG rating(s);

(vii) fund raising proposed to be undertaken;

(viii) agreements, by whatever name called, which may impact the management or control of the company;

(ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;

(x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;

(xi) admission of winding-up petition filed by any party / creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;

(xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report

(xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its

directors, key managerial personnel, promoter or subsidiary, in relation to the company;

(xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;

(xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;

(xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

III. Functions, Duties and Responsibility of the Compliance Officer

The Compliance Officer, subject to the supervision of the Board of Directors shall be responsible for –

a. Setting forth policies, procedures, monitoring adherence to the Policy and Regulations for the preservation of unpublished price sensitive information, approval of trading plan, pre- clearance of trades and monitoring of trades and implementation of this Policy and shall submit quarterly report of the same to the Audit Committee of the Company.

b. Maintaining the record of the Promoters, Directors, Key Managerial Personnel, Designated Persons and incorporate changes from time to time.

c. Assisting all employees in addressing any clarifications in the Regulations or this Policy.

d. Advising all Designated Persons not to trade in securities of the Company when the Trading Window is closed.

e. To maintain a record of all the intimations / Disclosure and other information received under this Regulation for a period of at least five years.

f. Obtaining disclosures from Promoters, Directors, Key Managerial Personnel, Designated Persons and to give information, in respect of the disclosures received, to all the Stock Exchanges where the securities are listed, as applicable.

IV. Code

1. Reporting

The Compliance Officer shall report to the Board of Directors (“Board”) and in particular, shall provide reports to the Chairman of the Audit Committee, if any or to the Chairmen of the Board of Directors, at such frequency as may be stipulated by the Board but not less than once in a year.

2. Information on a need to know basis

All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.

3. “Chinese wall” Procedure

- i. To prevent the misuse of confidential information, the Company shall adopt the “Chinese wall” policy to separate those areas of the Company which routinely have access to confidential information, considered “inside areas” from those areas which deal with sale/marketing/investment advice or other departments providing support services, considered “public areas”.
- ii. The employees in the inside area shall not communicate any price sensitive information to any one in public area.
- iii. The employees in inside area may be physically segregated from employees in public area.
- iv. In exceptional circumstances employees from the public areas may be brought “over the wall” and given confidential information on the basis of “need to know” criteria, under intimation to the Compliance Officer.

4. Designated Persons

Designated Persons and immediate relatives of designated persons in the organization shall be governed by an internal code of conduct governing dealing in securities

5. Trading Window

(1) Designated persons may execute trades subject to compliance with these Regulations. Towards this end, a notional trading window shall be used as an instrument for monitoring trading by the designated persons. The trading window shall be closed when the Compliance Officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

Provided that, for unpublished price sensitive information not emanating from within the Listed Company, trading window may not be closed.

(2) Trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results. 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.

(3) The trading window restrictions mentioned in sub-clause (1) 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 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 Board;

(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 the Board from time to time.

(4). The timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

6. Pre-clearances of trades

1. When the trading window is open, trading by designated persons shall be subject to preclearance by the Compliance Officer, if the value of the proposed trade(s) is above such limit as the Board may stipulate over any period of time.

2. Designated Persons and their Immediate Relatives shall execute an undertaking in favour of the Company, incorporating, therein, inter alia, the following clauses:

a) that he/she does not have any access or has not received Unpublished Price Sensitive Information up to the time of signing the undertaking;

b) that in case he/she has access to or receives Unpublished Price Sensitive Information after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his/her position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes generally available;

c) that he/she has not contravened any provisions of this Policy and the Regulations;

d) that he/she has made a full and true disclosure in the said matter.

3. Designated Persons / their immediate relatives shall execute their transactions in respect of securities of the Company within seven (7) trading days after the approval of pre-clearance is given failing which the transaction has to be pre-cleared again.

4. The Board of Director is authorized to stipulate the formats in respect of making application for pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance and for such other matter as may be prescribed either in this Policy or regulation.

V. Restriction on Communications and Trading

a. Communication or procurement of unpublished price sensitive information (UPSI)

(i) No insiders, Designated Persons and their immediate relatives' persons shall communicate, provide, or allow access to any unpublished price sensitive information, relating to Company or securities, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

(ii) No person shall procure from or cause the communication by any insider of UPSI, relating to securities of the Company except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

(iii) Notwithstanding anything contained in this Policy, UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would,

- a) entail an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company;
- b) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

(iv) For the purpose of clause (iii) above, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of (iii) above, and shall not otherwise trade in securities of the Company when in possession of UPSI.

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(v) A Structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to ensure the compliance of maintenance of a digital database for sharing the information for the said legitimate purposes.

The entry of information, not emanating from within the organisation, in structured digital database may be done not later than 2 calendar days from the receipt of such information.

b. Trading by Insiders when in possession of unpublished price sensitive information

No insider shall trade in securities of the Company when in possession of unpublished price sensitive information.

However the insider may prove his innocence by demonstrating the circumstances including but not limited to the following: –

- (i) The transaction is an off-market inter-se transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of Clause 4(a) of this Policy and both parties had made a conscious and informed trade decision Provided further that such off-market trades shall be reported by the insiders to the Company within two working days. Every Company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.
Confidential
- (ii) The transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of Clause 4(a) of this Policy and both parties had made a conscious and informed trade decision;
- (iii) The transaction was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- (iv) The transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre- determined in compliance with applicable regulations.
- (v) In the case of non-individual insiders: –
 - a) The individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such

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decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and

- b) Appropriate and adequate arrangements were in place to ensure that these regulations are not violated, and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
- (vi) The trades were pursuant to a trading plan set up in accordance with Clause 5.

VI. Trading Plan

a. 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.

b. Such trading plan shall –

i. not entail commencement of trading on behalf of the insiders earlier than 120 days from the public disclosure of the plan;

ii. not entail overlap of any period for which another trading plan is already in existence;

iii. set out following parameters for each trade to be executed:

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

b) nature of the trade;

c) either specific date or time period not exceeding five consecutive trading days;

d) price limit, that is an upper limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:

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

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

iv. not entail trading in securities of the Company for market abuse.

c. The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of this Policy or “Regulations” and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

d. The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law. However, the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.

e. If the insider has set a price limit for a trade under of clause 5 (b) (iii), the insider shall execute the trade only if the execution price of the security is within such limit. If the price of the security is outside the price limit set by the insider, the trade shall not be executed. In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in clause (d) above or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.

Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.

The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which securities are listed.

In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the code of conduct.

f. Pre-clearance of trade, trading window norms which are in accordance with the Regulation, are not applicable for trades carried out in accordance with an approved trading plan.

g. The Compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchange on which the securities are listed, on the day of approval.

VII. Disclosure of Trading by Insiders

a. General Provisions:

i. Every public disclosure shall be made in the Form/s as prescribed under the Regulations from time to time.

- ii. The disclosures to be made by any person under this Policy shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- iii. The disclosure of trading in securities shall also include trading in derivatives of securities and traded value of the derivatives shall be taken into account provided that trading in derivatives of securities is permitted by any law for the time being in force
- iv. The disclosures made under this Part shall be maintained by the Company, for a minimum period of five years.

b. Disclosure by certain persons:**A. Initial Disclosures of holdings**

Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose (as per Form A) his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven (7) days of such appointment or becoming a promoter.

B. Continual Disclosures of trades

- a) Every promoter, employee and director of the Company shall disclose to the Company (as per Form B) the number of such securities acquired or disposed of within two (2) trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rupees ten lakh or such sums as may be specified by the Regulation;
- b) The Company shall within a period of two (2) working days from the date of receipt of such disclosures, inform the Stock Exchanges particulars of such trading.

Explanation – It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause (a) of sub-regulation (2).

VIII. Additional Disclosures by Designated Persons

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

- a) immediate relatives.

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

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

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

IX. Penalty for contravention of Code of Conduct

Without prejudice to the power of the Board under the Act, the code of conduct shall stipulate the sanctions and disciplinary actions, including wage freeze, suspension, recovery, etc., that may be imposed, by the listed company required to formulate a code of conduct under sub regulation (1) of regulation 9, for the contravention of the code of conduct. Any amount collected under this clause shall be remitted to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

X. Applicability of the Code to certain persons

The Regulations apply to certain persons who by being in any contractual, fiduciary or employment relationship or holding any position including a professional or business relationship with the Company whether temporary or permanent have access, directly or indirectly, to unpublished price sensitive information or are reasonably expected to allow such access. They are advised to adhere to the Regulations strictly.

In case it is observed by the Neil Industries Limited required to formulate a code of conduct under sub-regulation (1) of regulation 9, that there has been a violation of these regulations, it shall promptly inform the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by the Board from time to time.

This Code is subject to review from time to time.

Date: 18/07/2025
Place: Kanpur

Arvind Kumar Mittal
(Managing Director)

ANNEXURE - I

**DRAFT APPLICATION FORM FOR PRE- CLEARANCE OF TRADES IN COMPANY'S
SECURITIES**

To,
The Compliance Officer Neil Industries Limited, 14/113, Civil Lines, 402-403, Kan Chambers,
Kanpur-208001, Uttar Pradesh, India.

Dear Sir,

I intend to Trade in the Securities of the Company as per the particulars furnished below:

Name(s) of the persons for whom the transaction is to be executed	
PAN No.	
Relationship with the applicant	
No. of shares covered by the transaction	
Nature of transaction for which approval is Sought	Purchase / Sale / Demat / Pledge/ Other
Depository ID No.	
Client ID No.	
Particulars of the broker through whom the transaction is to be executed	Name: Address: Phone No.:

: * - *strike out whichever is not applicable*

I enclose necessary documents, containing the particulars in the prescribed format.

I request you to kindly pre- clear the above transaction at the earliest.

Thanking you, Yours faithfully,

Name of the Applicant

Employee Code No. (if applicable):

Contact Number: Department (if applicable):

ANNEXURE – II

**(DRAFT UNDERTAKING TO BE ACCOMPANIED WITH EVERY PRE- CLEARANCE
APPLICATION, WHEN THE DESIGNATED PERSON IS NOT IN POSSESSION OF
UNPUBLISHED PRICE SENSITIVE INFORMATION)**

To,

The Compliance Officer Neil Industries Limited 14/113, Civil Lines, 402-403, Kan Chambers,
Kanpur-208001, Uttar Pradesh, India.

Dear Sir,

I, _____ being a Designated Person as per the “ Neil Industries Limited – Insider Trading Policy” , am desirous of trading in _____ Securities of the Company held in my name/ in the name of my Immediate Relative / in the name of Companies controlled by me or on behalf of any other person as mentioned in my application dated _____ for pre-clearance of the Trade.

I hereby confirm/undertake:

- a. to maintain confidentiality of all ‘Unpublished Price Sensitive Information’ that may come into my possession in the discharge of my duties with the Company;
- b. not to pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company based on the same;
- c. to report to the Compliance Officer, any non-public information that may be directly received by me; d. that I am not in possession and/or I do not have any access to ‘Unpublished Price Sensitive Information’ up to the date of signing this undertaking;
- e. that in case I have access to or receive ‘Unpublished Price Sensitive Information’ after the signing of this undertaking but before the execution of the transaction, I will inform the Compliance Officer of the change in my position and that I will completely refrain from trading in the securities of the Company till such time such information becomes generally available in public domain ;
- f. that I have not contravened the “Neil Industries Limited”– Insider Trading Policy” as notified by the Company from time to time; and
- g. That I have made full and true disclosure in the matter. (Signature)

Name of the Applicant:

Employee Code No. (if applicable):

Contact Number:

Department:

ANNEXURE - III

(DRAFT LETTER OF APPROVAL FROM COMPLIANCE OFFICER)

Date:

To:

Sub: Pre-clearance of transaction in Company's Securities Confidential

Ref: Your application dated _____ for pre-clearance of transaction for _____ Securities of the Company in your name / in the name of _____ .

With reference to your above application, seeking pre-clearance of your Trade in the Securities of the Company, we hereby accord our approval to the proposed transaction.

You may kindly note that the aforesaid transaction will be executed **within seven (7) trading days** from the date of receipt of this approval letter, failing which, an application seeking pre-clearance to the proposed transaction together with undertaking in the prescribed format, will be made afresh.

Further the details of the Trade, as per the aforesaid application, needs to be intimated within two working days of the execution of the Trade.

You may kindly note that after the aforesaid transaction, you will not enter into an opposite transaction during the next six months from the date of the aforesaid Trade.

It is presumed that the proposed transaction is in compliance with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011; SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other applicable law and Insider Trading Policy of the Company.

Thanking you,

For Neil Industries Limited

Compliance Officer

ANNEXURE - IV

(DRAFT LETTER OF REJECTION FROM COMPLIANCE OFFICER)

Date:

To:

Sub: Pre-clearance of transaction in Company's Securities Confidential

**Ref: Your application dated_____ for pre-clearance of transaction
for_____ Securities of the Company in your name / in the name
of_____ .**

With reference to your above application, seeking pre-clearance of your transaction in Securities of the Company, we hereby reject your above application on account of the following reasons:

-
- 1.
 - 2.

Thanking you,

Yours truly,

For Neil Industries Limited

Compliance Officer

ANNEXURE - V

(DRAFT DISCLOSURE OF COMPLETION OF TRADE)

To,
The Compliance Officer Neil Industries Limited 14/113, Civil Lines, 402-403, Kan Chambers,
Kanpur-208001, Uttar Pradesh, India.

Dear Sir,

Sub: Confirmation of date of completion of transaction

I hereby confirm that the transaction for Trading in the Securities of the Company for which, pre-clearance was granted on _____, was completed on _____ by purchasing/ selling* / _____ (any other) _____ (nos.) _____ (Please mention type of Security) of the Company.

Thanking you,

(Signature)

Name of the Applicant:

Employee Code No. (if applicable):

Contact Number:

Department (if applicable):

Date:

Place:

* - strike out whichever is not applicable

ANNEXURE - VI

**(REPORTING OF FAILURE OF COMPLETION OF TRANSACTION OR DECISION NOT
TO TRADE AFTER OBTAINING APPROVAL FROM THE COMPLIANCE OFFICER)**

To,
The Compliance Officer Neil Industries Limited 14/113, Civil Lines, 402-403, Kan Chambers,
Kanpur-208001, Uttar Pradesh, India.

Dear Sir,

Sub:Reporting of failure to execute transaction

I hereby declare that the approval for Trading in the Securities of the Company for which, pre-clearance was granted on _____, was not completed within 7 (seven) days of receipt of the pre- clearance, due to _____. I shall obtain fresh pre-clearance in the event I wish to execute the said trade again.

Thanking you,

(Signature)

Name of the Applicant:

Employee Code No.:(if applicable)

Contact No:

Department (If applicable)

Date:

Place:

ANNEXURE – VII

FORM A

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (a) read with Regulation 6(2) - Initial Disclosure to the Company]

Name of the company: _____

ISIN of the company: _____

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

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP/ Directors/ Immediate relatives/other s etc)	Securities held at the time of adoption of Insider trading Policy by the Company		% of Shareholding
		Type of Security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No	
1	2	3	4	5

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

Details of Open Interest (OI) in derivatives of the Company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2):

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/ KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/ KMP		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

Notes: 1. In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name & Signature:

Designation:

Date: Place:

ANNEXURE – VIII

FORM B

**SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on
becoming a Key Managerial Personnel/Director/Promoter/Member of
the promoter group]**

Name of the company:

ISIN of the company:

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

Name, PAN, CIN/DIN & Addresses with contact nos.	Category of Person (KMP /Director or Promoter or member of the promoter group/Immediate relative to/others, etc.)	Date of appointment of KMP/ Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% Shareholding
			Type of securities (For eg.– 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 group		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

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

Name & Signature:

Date:

Place:

ANNEXURE – IX

FORM C

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

Name of the company:

ISIN of the company:

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

Nam, PAN, CIN /DIN, & Address With Contact No.	Category of person (Promoters/ Member of Promoter Group/ Director /Immediate relative to/ others, etc.	Securities held prior to acquisition/ disposal		Securities acquired/disposed				Securities held post acquisition/disposal		Date of allotment, advice/acquisition/ of shares/sale of shares specify		Date of information to company	Mode of acquisition disposal (on market/public rights/Prefential offer/off market/inter-se transfer ,ESOPs
		Type of security(For eg- Shares warrants, convertible debentures, etc)	No. and % of Share holding	Type of Security(For eg- Share Warrants, Convertible Debentures, etc.)	No	Value	Transaction Type/ Buy/Sale/Pledge/R evoke/ Invoke	Type of security (For eg- Shares warrants , convertible debentures, etc)	No and % of share holding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

**Minimum Standards for Code of Conduct to Regulate,
Monitor and Report Trading by Designated Persons**

Details of trading in derivatives of the company by Promoter, member of Promoter Group, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives(Specific type of Contract, Futures or Options, etc.)						Exchange on which the trade was executed
Type of Contract	Contract Specifications	Buy		Sell		
		Notional value	Number of Units(contracts * lot size)	Notional value	Number of Units(contracts * lot size)	
15	16	17	18	19	20	21

Notes: 1. In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

ANNEXURE - X

INITIAL UNDERTAKING BY DESIGNATED PERSONS

To,

The Compliance Officer, Neil Industries Limited 14/113, Civil Lines, 402-403, Kan Chambers,
Kanpur-208001, Uttar Pradesh, India.

Dear Sir,

Re: Undertaking under Neil Industries Limited – Insider Trading Policy

1. I have read and understood the “Neil Industries Limited – Insider Trading Policy” (“Policy”) and undertake to fully comply with the provisions thereof during my association with, Neil Industries Limited (“Company”)
2. I also acknowledge that the provisions of the Policy form an integral part of the terms of my service/employment/engagement with the Company and any breach of the Policy would result in a breach of the terms of such service/employment/engagement and I understand and agree to be subject to all the consequences of such a breach.
3. I acknowledge that in the course of my employment/engagement with the Company, I shall come across Unpublished Price Sensitive Information, which would be given to me in confidence, and I undertake that I shall not disclose any Price Sensitive Information received by me to any of my Immediate Relatives.
4. I further undertake that if I gain access to, or receive, any Price Sensitive Information I shall completely refrain from Trading in the securities of the Company till the time such information becomes generally available, in all cases in accordance with this Code.
5. In the event of any breach of the provisions of the Policy by any of my Immediate Relatives, I hereby unconditionally undertake to be fully responsible for the consequences of any such breach as if such breach was mine and fully indemnify and keep the Company and its Directors from and against all or any penalties/fines/charges/costs that may be imposed or incurred by SEBI or any other statutory authorities under any Act, law or regulation.
6. All disclosures and undertakings made by me are complete and accurate in all respects and I have not withheld information that would make any of my undertakings or disclosures herein, inaccurate.
7. All capitalized terms used herein but not defined shall have the same meaning ascribed to it in the Policy

Yours Sincerely,

Name of Designated Person:

Employee Code No. (if applicable):

Contact number:

Department:

Location:

ANNEXURE – XI

(UNDERTAKING BY OTHER CONNECTED PERSONS)

To,

The Compliance Officer Neil Industries Limited 14/113, Civil Lines, 402-403, Kan Chambers,
Kanpur-208001, Uttar Pradesh, India.

Dear Sir,

Re: Terms of Service

1. We, [insert name of Connected Person] are [providing/receiving] [nature of services/goods to be inserted] to Neil Industries Limited (“Company”) pursuant to a contract/arrangement entered into between us and the Company (“**Services**”).

2. We hereby acknowledge that we are aware (and that our representatives, employees, affiliates, and advisors are aware or, will be advised by us) that in the course of providing Goods/Services to the Company, we, our representatives, employees, affiliates, and advisors shall be in possession of information and/or documents in any form or manner, which may contain material, non-public information regarding the Company or any affiliate of the Company. We further acknowledge that we are aware and that our representatives, employees, affiliates, and advisors have been advised that applicable securities laws prohibit any person having unpublished price sensitive information about a company from trading with the securities of that company or communicating such unpublished price sensitive information, and we agree to abide by and cause our representatives, employees, affiliates, and advisors, to abide by the terms of such securities laws, including without limitation, the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**PIT Regulations**”), as may be replaced, amended or supplemented from time to time and other applicable laws in relation to insider trading and the acquisition of securities. We hereby acknowledge and undertake that we have in place a code of conduct as per the requirements of PIT Regulations as applicable to us.

3. In the event of any breach of the provisions of (i) this undertaking, or (ii) any applicable securities laws, including the PIT Regulations, by us or any of our representatives, affiliates, employees, directors, officers, advisors, we hereby unconditionally undertake to be fully responsible for the consequences of any such breach and fully indemnify and keep the Company and its directors, officers, employees, agents, representatives, and affiliates from and against all or any damages on account of such breach, or any penalties/fines/charges/costs/actions that may be imposed or undertaken by the Securities and Exchange Board of India or any other authorities under any Act, law or regulation.

4. We shall promptly notify the Company in the event of any breach of the provisions of (i) this undertaking, or (ii) any applicable securities laws, including the PIT Regulations, by us or our employees, officers, directors, affiliates, representatives, and advisors.

***Minimum Standards for Code of Conduct to Regulate,
Monitor and Report Trading by Designated Persons***

5. We also acknowledge that this undertaking forms an integral part of the terms of our engagement with the Company and any breach of this undertaking would result in a breach of the terms of such engagement and we understand and agree to be subject to all the consequences of such a breach.

6. We also undertake to furnish the information sought for in Appendix _ of the Insider Trading Policy of the Company.

Yours Sincerely,

[Name of Connected Person]

Contact Number

Annexure XII

**(UNDERTAKING TO BE ACCOMPANIED WITH EVERY PRE-CLEARANCE
APPLICATION FOR OFF – MARKET INTER SE TRANSFERS BETWEEN
DESIGNATED PERSONS)**

To,

The Compliance Officer Neil Industries Limited 14/113, Civil Lines, 402-403, Kan Chambers,
Kanpur-208001, Uttar Pradesh, India.

Dear Sir,

I, _____ being a Designated Person of the Company, hereby confirm/undertake
on behalf of _____:

- a) To maintain confidentiality of all ‘Unpublished Price Sensitive Information (UPSI)’ that is/may come into my possession in the discharge of my duties with the Company;
- b) Not to pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company based on the same.
- c) To report to the Compliance Officer, any non-public information that may be directly received by me. d) This transaction is an off – market inter – se transfer between Designated Persons who were in possession of the same UPSI without being in breach of Regulation 3 of SEBI (Prohibition of Insider Trading) Regulations, 2015.
- e) All parties had made a conscious and informed trade decision.
- f) This transaction is a bona fide transaction.
- g) That I have not contravened the “Neil Industries Limited – Insider Trading Policy” and the SEBI (Prohibition of Insider Trading) Regulation, 2015, as amended from time to time; and
- h) That I have made full and true disclosure in the matter.

(Signature)

Name of the Applicant:

Date:

ANNEXURE – XIII

**REPORT UPSI RECEIVED DIRECTLY OR INDIRECTLY, TO THE COMPLIANCE
OFFICER**

To,
The Compliance Officer Neil Industries Limited 14/113, Civil Lines, 402-403, Kan Chambers,
Kanpur-208001, Uttar Pradesh, India.

Sir,

Sub: Reporting of Unpublished Price Sensitive Information (USPI)

I, _____ being a Designated Person as per Neil Industries Limited – Insider Trading Policy, hereby report the following UPSI received/accessed by me either directly or indirectly which directly or indirectly related to Neil Industries Limited, or its Securities, that is generally not available, and which on being Generally Available, is likely to materially affect the price of Securities of Company:

Sr. No	USPI	Information
1	financial results	
2	Dividends	
3	change in capital structure	
4	mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions	
5	changes in key managerial personnel	
6	such other information as may be deemed to be constituted as UPSI by the Board and the Compliance Officer from time to time	

I, ____, hereby undertake that the aforementioned information provided by the undersigned above is true and to the best of my knowledge. The information is provided in compliance with the Neil Industries Limited – Insider Trading Policy. The undersigned is being made aware that the above information will be kept strictly confidential and will not be shared except under the following circumstances:

- i. Under any proceedings or pursuant to any order of courts or tribunals;
- ii. For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law; and
- iii. In compliance with applicable laws, regulations, rules and requirements;

(Signature)

Name of the Applicant

Date:

Place: