

Date: May 15, 2015

Mr. Hari K.
Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor, Plot C/1, G Block
Bandra – Kurla Complex, Bandra (E)
Mumbai 400 051
Fax no.: 26598237/38

NSE Symbol: GEOMETRIC

The Manger
Listing Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Tower
Dalal Street
Mumbai – 400 001
Fax No.: 22723719/
22722037/39/41/61
BSE Scrip Code: 532312

Dear Sir/Madam,

Subject: SEBI (Prohibition of Insider Trading) Regulations, 2015

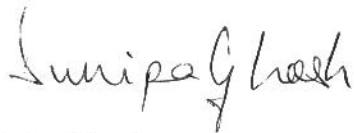
This is to confirm that pursuant to Regulation 8 (Code of Fair Disclosure) and Regulation 9 (Code of Conduct) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, we have formulated Code of practices and Code for procedures for fair disclosure of Unpublished Price Sensitive Information (UPSI) and published on our website www.geometricglobal.com. These codes will come into force with effect from May 15, 2015.

Please also find attached copies of the Code of Conduct of Prevention of Insider Trading and Code for procedures for fair disclosure of Unpublished Price Sensitive Information (UPSI) for your records.

This is for your information and records.

Kindly acknowledge the receipt.

Yours sincerely,
For **Geometric Limited**



Sunipa Ghosh
Company Secretary & Compliance Officer

Encl: a/a.

Geometric Limited

CIN: L72200MH1994PLC077342

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GEOMETRIC LIMITED

**INTERNAL CODE OF CONDUCT FOR PREVENTION
OF INSIDER TRADING**

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1. TITLE

This code shall be called Geometric Limited Code ("GL Code") of Conduct for Prevention of Insider Trading.

2. INTRODUCTION

SEBI (Prohibition of Insider Trading) Regulations, 2015 shall come into force on 15th May, 2015 in accordance with which this code is amended. This Code shall replace the Old Code and shall be applicable from 15th May, 2015.

3. THE POLICY AND OBLIGATIONS

Geometric Limited (herein after referred to as "the Company") endeavours to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every director, officer, designated employee of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. No director, officer, designated employee may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

To achieve these objectives, the Company hereby notifies that this code of conduct is to be followed by all directors, officers, designated employees and connected persons.

4. IMPORTANT CONCEPT AND DEFINITION

1) In these regulations, unless the context otherwise requires, the following words, expressions and derivations therefrom shall have the meanings assigned to them as under:–

a) **"Act"** means the Securities and Exchange Board of India Act, 1992;

b) **"Board"** means the Board of Directors of the Company;

c) **"Code"** or **"Code of Conduct"** shall mean the Code of Regulating, Monitoring and Reporting of trading by insiders of Geometric Limited as amended from time to time;

d) **"Company"** means Geometric Limited;

e) **"Compliance Officer"** means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors 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 Company;

f) **"Connected Person"** means:

- (i) any person who is or has, during the six months prior to the date of this code become effective, been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
 - (a) an immediate relative of connected persons specified in clause (i); or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or
 - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - (g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - (h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - (i) a banker of the Company; or
 - (j) a concern, firm, trust, hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

g) “Dealing in Securities” means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent;

h) Designated Person(s) shall include :

An employee of Geometric or any subsidiary or associates company of Geometric, who on account of his/her functional role/position/grade/cadre or nature of duties/function is likely to be in possession of unpublished Price Sensitive Information relating to Geometric securities, or may appear to outsiders to be in possession of unpublished price sensitive information relating to Geometric securities.

The following categories of person are notified as Designated Persons for the purpose of this code:

- (a) Directors of the Geometric Limited (Managing, Whole-Time, Executive as well as non-executive members of the Board);

- (b) Officer includes CEO, CFO, (If CEO and MD are not one and the same) MD, Manager (as per Companies Act, 2013), Company Secretary and other persons as defined in Sec 2(51) of the Act;
- (c) Employees of the Finance, Accounts, Taxation, Legal, Corporate Communication, and Secretarial Department;
- (d) Members of the Executive Council and Leadership Council ;
- (e) Executive Assistants of the Directors (Board Members);
- (f) Secretaries of the Directors and Officers;
- (g) Permanent invitees to the meetings of the Board of Directors of the Company and to the Management Review Meetings;
- (h) CEO, President & Board of Directors of subsidiaries & associate companies of Geometric Limited;
- (i) Any other employee of Geometric or its subsidiary/associate companies* who may be notified from time to time as a Designated Person for the purpose of this code.

*Associate Company means a Company which has control of at least 20% of total paid up share capital of Geometric Limited [GL], or of business decisions under an agreement.

Each Designated Person is required to sign and return to the Compliance Officer an Undertaking to comply with the code. The form of the undertaking is attached as **Form A**.

The board of directors shall in consultation with the compliance officer specify the designated persons to be covered by such code on the basis of their role and function in the organisation.

- i)* **"Director"** means a person inducted on the Company's Board as a Director;
- j)* **"Employee"** means every employee of the Company including the Directors in the employment of the Company;
- k)* **"Generally available Information"** means information that is accessible to the public on a non-discriminatory basis;
- l)* **"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;
- m)* **"Insider"** means any person who is:
 - (i) a connected person; or
 - (ii) in possession of or having access to unpublished price sensitive information;
- n)* **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;
- o)* **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund, currently the equity shares of Geometric Limited

- p) "Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- q) "Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- r) "Trading Day"** means a day on which the recognized stock exchanges are open for trading;
- s) "Unpublished Price Sensitive Information"** means means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to information relating to the following: –
- (i) financial results;
 - (ii) dividends (both interim and final);
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel; and
 - (vi) such other material events in accordance with the listing agreement.
- t) "Regulations"** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto;
- 2)** Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

5. COMPLIANCE OFFICER

- a)** The Compliance Officer shall be the Company Secretary appointed by the Board of Directors or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated by and report to the Board of Directors.
- b)** The Compliance Officer 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 Company.
- c)** The Compliance Officer shall report to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.
- d)** The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Internal Code of Conduct.

6. PRESERVATION OF “PRICE SENSITIVE INFORMATION”

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

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or
- not attracting 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 the proposed transaction 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 in such form as the Board of Directors may determine.

However, 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 limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information

b) Chinese Wall and Need to Know

To prevent the misuse of confidential information, GL has laid down Chinese Walls procedures which separate those areas of GL that routinely have access to confidential information, considered "inside areas" from those which deal with sale/marketing/investment advice or other departments providing support services, considered "public areas".

- (i) The employees in the inside area shall not communicate any Unpublished Price Sensitive Information to anyone in public area.
- (ii) The Company shall have process of maintaining securely, computer files containing confidential information and physical storage of documents relating to UPSI, with an adequate security of login and password, set in place.

All non-public information should be shared on a ‘Need to know’ basis:

- a. Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- b. All non-public information directly received by any employee should immediately be reported to the head of the department.

- c. 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.

7. TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

No insider shall trade in securities of GL that are listed or proposed to be listed on a stock exchange when in possession of UPSI.

No Trading Period:

- (i) The trading period during which GL's securities can be traded is called trading window. The trading window shall be closed during the time the price sensitive information is unpublished.
- (ii) When the trading window is closed, the Designated Persons (including their immediate relatives) shall not trade in GL's securities in such period.
- (iii) The trading window shall be, *inter-alia* closed at the time of:
 - a. Declaration of Financial results
 - b. Declaration of dividends (interim and final)
 - c. Change in capital structure
 - d. Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business
 - e. Changes in key managerial personnel
 - f. Material events in accordance with the listing agreement
 - g. Such other time as the compliance officer determines that a designated person or class of designated person is reasonably expected to have possession of unpublished price sensitive information.
- (iv) The Compliance Officer shall also close the trading window when he 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.
- (v) The trading window shall be opened 48 hours after the unpublished price sensitive information becomes generally available.
- (vi) The trading window shall also be applicable to any person having contractual or fiduciary relation with GL, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising GL.
- (vii) However, subject to the SEBI Act, Rules and Regulations, in case of ESGS, exercise of options shall be allowed during the period when the trading window is closed. However, sale of shares allotted on exercise of ESOP's shall not be allowed when the trading window is closed.

8. PREVENTION OF MISUSE OF “UNPUBLISHED PRICE SENSITIVE INFORMATION”

Employees and connected persons designated on the basis of their functional role ("**designated persons**") in the Company shall be governed by an internal code of conduct governing dealing in securities.

a) Trading Plan

An insider has the option of formulating a trading plan for trading in securities of the Company and presenting 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. Any Designated Person intending to formulate a Trading Plan shall consult the Compliance Officer to discuss the applicable rules and procedure.

b) Trading Plan shall:

- (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
 - a. entail trading for a period of not less than twelve months;
 - b. not entail overlap of any period for which another trading plan is already in existence;
 - c. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - d. not entail trading in securities for market abuse.

c) The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

d) The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

e) Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

9. TRADING WINDOW

- a)** The trading period during which GL's securities can be traded is called trading window. The trading window shall be closed during the time the price sensitive information is unpublished.
- b)** When the trading window is closed, the Designated Persons (including their immediate relatives) shall not trade in GL's securities in such period.
- c)** The trading window shall be, *inter-alia* closed at the time of:
 - (i) Declaration of Financial results
 - (ii) Declaration of dividends (interim and final)
 - (iii) Change in capital structure
 - (iv) Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business
 - (v) Changes in key managerial personnel
 - (vi) Material events in accordance with the listing agreement
 - (vii) Such other time as the compliance officer determines that a designated person or class of designated person is reasonably expected to have possession of unpublished price sensitive information.

The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when he 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.

- d)** The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.
- e)** The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

However, subject to the SEBI Act, Rules and Regulations, in case of ESOP, exercise of options shall be allowed during the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when the trading window is closed.

10. HOLDING PERIOD

- a)** The designated persons who are permitted to trade as above shall not enter into a contra trade i.e. sell or buy any number of securities during the next six months following the prior transaction. The designated persons shall also not take positions in derivative transactions in the securities of GL at any time. The Compliance Officer may be empowered to grant relaxation from strict application of such restrictions for reasons to be recorded in writing provided that such relaxation does not violate the regulations.

- b)** In case a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the applicable law.

11. PRE-CLEARANCE OF TRADE

- a)** All Designated Persons and their dependents, who intend to deal in the securities of the Company (either in their own name or in the names of their immediate relatives) when the trading window is opened, should pre-clear such transaction, by making an application to the Compliance Officer in the format set out in **Annexure 1**

However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed.

The pre-dealing procedure shall be hereunder:

- (i) An application may be made in the prescribed format to the Compliance officer indicating 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 any rule made by the company in this behalf.
- (ii) An undertaking (**Annexure 2**) shall be executed in favour of the Company by such Designated Person incorporating, *inter alia*, the following clauses, as may be applicable:
- a. That the employee/director/officer 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 the Designated Person 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 position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - c. That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
 - d. That he/she has made a full and true disclosure in the matter.
- (iii) All Designated Persons and their dependents shall execute their order in respect of securities of the Company within seven (7) trading days after the approval of pre-clearance is given in **Annexure 3**.

The Designated Person shall submit the details of such trade to the Compliance Officer of the Company and the Stock exchanges, as applicable, in the manner prescribed under clause 13(b) of this code.

- (iv) If the order is not executed within seven (7) trading days after the approval is given, the designated person must pre-clear the transaction again.

- (v) All Designated Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a 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 by SEBI under the Act.

In case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

- b)* The Compliance Officer may be empowered to grant relaxation from strict application of such restrictions for reasons to be recorded in writing provided that such relaxation does not violate the regulations.

12. OTHER RESTRICTIONS

- a)* The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- b)* The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code, provided that trading in derivatives of securities is permitted by any law for the time being in force.
- c)* The disclosures made under this Code shall be maintained for a period of five years.

13. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

a) **Initial Disclosure:**

- (i) Every promoter/ Key Managerial Personnel / Director / Officers / Designated Employees of the Company, within thirty (30) days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed **Form A**
- (ii) Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter in the prescribed **Form B**

b) **Continual Disclosure:**

- (i) Every promoter, employee and director of the Company shall disclose to the Company, the number of such securities acquired or disposed in the following manner:

- Every transaction has to be disclosed in **Annexure 4** to the Company within 2(two) trading days of the transaction ;
- Even if there is no transaction, disclosure in **Annexure 4** to the Company is required within 2(two) trading days from the expiry of the approval.
- In addition to the above, if the value of the securities traded is in excess of Rs. 10,00,000 (Rupees Ten lakhs), whether in one transaction or a series of transactions over any calendar quarter, disclosure is required to be given to both the Company and the stock exchanges in **Form C**.

Such disclosure is required to be made within 2(two) trading days of the transaction resulting in the aggregate traded value to exceed Rs. 10,00,000 (Rupees Ten lakhs).

c) Disclosure by other connected persons:

- (i) The Compliance Officer may require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of GL, as and when it is deemed fit in order to monitor compliance with this Code in the prescribed **Form D**.

d) Reporting to the Board and Maintenance of Disclosures:

- (i) The Compliance Officer shall place before the Chairman of the Audit Committee on a quarterly basis, details of trading in GL Securities by the Designated Persons and the accompanying documents that such persons had executed under the pre-clearance procedure as envisaged under this code;
- (ii) The Compliance Officer shall maintain records of all the declarations in appropriate forms given by the Designated Persons for a minimum period of five years;
- (iii) The Secretarial Section shall acknowledge receipt of the declaration form received.

14. DISCLOSURE BY THE COMPANY TO THE STOCK EXCHANGE(S)

- a)** Within 2 trading days of the receipt of intimation under Clause 13(b)(i), the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.
- b)** The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

15. DISSEMINATION OF PRICE SENSITIVE INFORMATION

- a)** No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.
- b)** Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors

- Only public information to be provided.
- At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

16. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT

- a)* Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).
- b)* Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.
- c)* Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.
- d)* The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

ANNEXURE 1

SPECIMEN OF APPLICATION FOR PRE-CLEARANCE APPROVAL

Date:

To,
The Compliance Officer,
Geometric Limited,
Mumbai

Dear Sir/Madam,

Application for Pre-clearance approval in securities of the Company

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sale / subscription of _____ equity shares of the Company as per details given below:

| | | | |
|-----|---|--|--|
| 1. | Name of the applicant | | |
| 2. | Designation | | |
| 3. | Number of securities held as on date | | |
| 4. | Folio No. / DP ID / Client ID No.) | | |
| 5. | The proposal is for | | (a) Purchase of securities (b) Sale of securities |
| 6. | Proposed date of dealing in securities | | |
| 7. | Estimated number of securities proposed to be acquired/subscribed/sold | | |
| 8. | Price at which the transaction is proposed | | |
| 9. | Current market price (as on date of application) | | |
| 10. | Whether the proposed transaction will be through stock exchange or off-market deal | | |
| 11. | Folio No. / DP ID / Client ID No. where the securities will be credited / debited | | |

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature of Employee)

ANNEXURE 2

FORMAT OF UNDERTAKING ACCOMPANYING THE APPLICATION FOR PRE-CLEARANCE

UNDERTAKING

To,
Geometric Limited,
Mumbai

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

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

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

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

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

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

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

Signature : _____

Date : _____

* Indicate number of shares

ANNEXURE 3

FORMAT FOR PRE- CLEARANCE ORDER

To,

Name : _____

Designation : _____

Dear _____,

Sub: Pre-clearance approval

This is to inform you that your request for dealing in _____ (nos) shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 days from today.

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

Yours faithfully,
For **Geometric Limited**

Compliance Officer

Date : _____

ANNEXURE 4

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To,
The Compliance Officer,
Geometric Limited,
Mumbai

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to _____ securities as mentioned below on ____ (date)

| Name of holder | No. of securities dealt with | Bought/sold/subscribed | DP ID/Client ID / Folio No | Price (Rs.) |
|----------------|------------------------------|------------------------|----------------------------|-------------|
| | | | | |
| | | | | |

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 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 (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

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

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

Signature : _____

Name : _____

Designation : _____

Date : _____

FORM A

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (a) read with Regulation 6 (2)]

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 No., CIN/ DIN & address with contact nos. | Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc) | Securities held as on the date of regulation coming into force | | % of Shareholding | Open Interest of the Future contracts held as on the date of regulation coming into force | | Open Interest of the Option Contracts held as on the date of regulation coming into force | |
|---|---|---|-----|-------------------|---|-------------------------------|---|-------------------------------|
| | | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | | Number of units (contracts * lot size) | Notional value in Rupee terms | Number of units (contracts * lot size) | Notional value in Rupee terms |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |

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

Signature : _____

Designation : _____

Date : _____

Place : _____

FORM B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2)]

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 of a listed company and other such persons as mentioned in Regulation 6(2).

| Name, PAN No., CIN/DIN & Address with contact nos. | Category of Person (Promoters/KMP /Directors/ immediate relatives/others etc.) | Date of appointment of Director /KMP OR Date of becoming Promoter | Securities held at the time of becoming Promoter/appointment of Director/KMP | | % of Shareholding | 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 | |
|--|--|---|--|-----|-------------------|--|-------------------------------|--|-------------------------------|
| | | | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | | Number of units (contracts * lot size) | Notional value in Rupee terms | Number of units (contracts * lot size) | Notional value in Rupee terms |
| 1 | 2 | 3 | 4 | 5 | 5 | 6 | | 7 | |
| | | | | | | | | | |
| | | | | | | | | | |

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

Signature : _____

Designation : _____

Date : _____

Place : _____

FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2)]

Name of the company : _____

ISIN of the company : _____

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

| Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos. | Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.) | Securities held prior to acquisition/disposal | | Securities acquired/Disposed | | % of shareholding | | Date of allotment advice/ acquisition of shares/ sale of shares specify | | Date of intimation to company | Mode of acquisition (market purchase/public rights/preferential offer / off market/ Inter-se transfer etc. | Trading in derivatives (Specify type of contract, Futures or Options etc) | | | | Exchange on which the trade was executed | |
|--|---|--|-----|--|-----|-------------------|------------------|---|----|-------------------------------|--|---|--|-------|--|--|--|
| | | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | Pre transaction | Post transaction | From | To | | | Buy | | Sell | | | |
| | | | | | | | | | | | | Value | Number of units (contracts * lot size) | Value | Number of units (contracts * lot size) | | |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 | 16 | 17 | |
| | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | |

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

Signature : _____

Designation : _____

Date : _____

Place : _____

Form D (Indicative format)

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Regulation 7(3) – Transactions by Other connected persons as identified by the company

| Name, PAN No., CIN/DIN & address of connected persons, as identified by the company with contact nos. | Connection with company) | Securities held prior to acquisition/disposal | | Securities acquired/Disposed | | % of shareholding | | Date of allotment advice/acquisition of shares/sale of shares specify | | Date of intimation to company | Mode of acquisition (market purchase /public/rights/preferential offer / off market/ Inter-se transfer etc.) | Trading in derivatives (Specify type of contract, Futures or Options etc) | | | | Exchange on which the trade was executed |
|---|--------------------------|--|-----|--|-----|-------------------|------------------|---|----|-------------------------------|--|---|--|-------|--|--|
| | | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | Pre transaction | Post transaction | From | To | | | Buy | | Sell | | |
| | | | | | | | | | | | | Value | Number of units (contracts * lot size) | Value | Number of units (contracts * lot size) | |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 | 16 | 17 |
| | | | | | | | | | | | | | | | | |

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

Signature : _____

Designation : _____

Date : _____

Place : _____

GEOMETRIC LIMITED

**Internal Code of Practices and Procedures for Fair Disclosure
of Unpublished Price Sensitive Information (“UPSI”)**

I. Background:

The SEBI (Prohibition of Insider Trading) Regulations, 2015 mandates every listed company to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities.

In this regard, Geometric Limited (“GL”) has laid down the following code:

II. Chief Investor Relation Officer to oversee and coordinate disclosures:

1. The Compliance Officer / Company Secretary of the Company is designated as the Chief Investor Relations Officer and is responsible for dissemination of information and disclosure of UPSI.
2. The Compliance Officer is also responsible for ensuring compliance under this code, overseeing and coordinating disclosure of unpublished price sensitive information to stock exchanges, shareholders, analysts and media and for educating GL’s staff on disclosure policies and procedure.
3. All the unpublished price sensitive information is to be handled on “need to know basis”, i.e., Unpublished Price Sensitive Information should be disclosed only to those within GL who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. All the non-public information directly received by any employee should immediately be reported to the Compliance Officer.

III. Prompt disclosure of unpublished price sensitive information:

1. GL will ensure that any event which has a bearing on the share price of the Company shall be disseminated promptly upon the conclusion of the event, by communicating the same to the stock exchanges in accordance with the listing agreement.
2. To ensure that the information is disseminated in a uniform manner, GL will transmit the information to all the stock exchanges at the same time.

IV. Disclosure with reference to Analysts/ Media:

1. All unpublished price sensitive information shall be first communicated to the stock exchanges before the same is shared with analyst & research personnel.
2. Transcript of the meetings/telephone calls with analysts shall be furnished to the stock exchanges and then posted on GL’s website.
3. SOPs to be developed for making transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

V. Responding to Market Rumors:

Any whole time Director of the Company and/or the Compliance Officer and/or the Investor Relations Team shall give an appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities. They shall also be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and making disclosures.