



Code of Conduct for  
prevention of Insider  
Trading

and

The Code of Corporate  
Disclosure Practices

(Approved by Board of Directors on 14<sup>th</sup> May, 2015 &  
applicable w.e.f. 15<sup>th</sup> May, 2014)

For, Jindal Worldwide Ltd.  
  
Director/Manager

**INTRODUCTION:**

SEBI vide its Notification No. LAD-NRO/GN/2014-15/21/85, dated 15<sup>th</sup> January, 2015 has introduced SEBI (Prohibition of Insider Trading) Regulations, 2015, to be effective from 15<sup>th</sup> May, 2015. Regulation 9 of Chapter-IV of (Prohibition of Insider Trading) Regulations, 2015, provides for the formulation of a "Code of Conduct" (hereinafter referred to as the "Code") to regulate, monitor and report trading by its employees and other connected persons towards achieving compliances with the Regulation.

Jindal Worldwide Limited (hereinafter referred to as "the Company" or "JWL") endeavors to preserve the confidentiality of un-published price sensitive information and to prevent the misuse of such information. To achieve these objectives, and in compliance with the aforesaid SEBI regulations, the Company hereby notifies this Code.

Any subsequent modification and/or amendments brought about by SEBI in the SEBI (Prohibition of Insider Trading) Regulations, 2015 shall automatically apply to this Code.

**OBJECTIVES:**

This document embodies the Code of Conduct for prevention of Insider Trading and the Code of Corporate Disclosure Practices ("Code") to be adopted by JWL and to be followed by Designated Persons. The Code is based on the principle that Designated Persons of JWL own a fiduciary duty to, among others, the shareholders of the Company to place the interest of the shareholders above their own and conduct their personal securities transaction in a manner that does not create any conflict of interest situation. The Code is also intended to serve as a guiding charter for all concerned persons associated with the functioning of listed companies and their dealings in Securities of such Companies. Further, the Code also seeks to ensure timely and adequate disclosure Price Sensitive Information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company's Securities.

**APPLICABILITY:**

The Code of Conduct for Prevention of Insider Trading of Jindal Worldwide Limited ("hereinafter referred to as *JWL Insider Code*") shall be applicable to the Company with effect from *15<sup>th</sup> May, 2015*, to be applicable and followed by *Designated Persons*.



1. Definitions

- 1.1. "Act" means the Securities and Exchange Board of India Act, 1992.
- 1.2. "Board" means the Board of Directors of the Company.
- 1.3. "Code" or "Code of Conduct" shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of Jindal Worldwide Limited as amended from time to time.
- 1.4. "Company" means Jindal Worldwide Limited
- 1.5. "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.
- 1.6. "Connected Person" means:
  - I. any person who is or has during the six months prior to the concerned act been associated with a company,, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
  - II. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
    - a) an immediate relative of connected persons specified in clause (i); or
    - b) a holding company or associate company or subsidiary company; or
    - c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or



- d) an investment company, trustee company, asset management company or an employee or director thereof; or
  - e) an official of a stock exchange or of clearing house or corporation; or
  - f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
  - g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
  - h) an official or an employee of a self-regulatory organization 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.
- 1.7. **"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.
- 1.8. **Designated Person** means Promoters, Directors, Designated connected persons, Designated Employee, & Immediate relatives (Designated Employee shall include :
- I. every employee in the grade of Assistant General Managers and above;
  - II. every employee in the finance, accounts, secretarial and legal department as may be determined and informed by the Compliance Officer; and
  - III. any other employee as may be determined and informed by the Compliance Officer from time to time. )
- 1.9. **"Director"** means a member of the Board of Directors of the Company.
- 1.10. **"Employee"** means every employee of the Company including the Directors in the employment of the Company.
- 1.11. **"Generally available Information"** means information that is accessible to the public on a non-discriminatory basis.
- 1.12. **"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

- 1.13. **"Insider"** means any person who,
- I. a connected person; or
  - II. in possession of or having access to unpublished price sensitive information
- 1.14. **"Key Managerial Person"** means person as defined in Section 2(51) of the Companies Act, 2013
- 1.15. **"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:
- 1.16. **"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;
- 1.17. **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 1.18. **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly
- 1.19. **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;
- 1.20. **"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; (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) material events in accordance with the listing agreement
- 1.21. **"Regulations"** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.



- 1.22. **"Specified Persons"** means the Directors, connected persons, the insiders, the Designated Employees and the promoters and immediate relatives are collectively referred to as Specified Persons.

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.

## 2. Role of Compliance Officer

- 2.1. The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors. The Compliance Officer shall be responsible for setting forth policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of "Price Sensitive Information", pre-clearing of designated persons & their immediate relatives trade, monitoring of trades and implementation of the code of conduct under the overall supervision of the Board of Directors of the Company.
- 2.2. The Compliance officer shall hold the position so long as he/she is in the employment of the Company. Till such time a successor is appointed the Head of Secretarial Department or in case the Head of Secretarial Department was the Compliance Officer, Managing Director shall, in the interim period act as the Compliance Officer.
- 2.3. The Compliance Officer shall also have authority to demand various supporting documents, declarations, undertakings, etc. from the designated persons and other insiders as he/she may deem fit.
- 2.4. It shall be duty and responsibility of the designated persons and insiders to inform the Compliance Officer that they are holding the position as such and are in possession of the unpublished price sensitive information from time to time in writing. The Compliance Officer shall not be responsible for the adherence to the code and regulations if he/she is not aware of the UPSI and the insider have not made the disclosure relating to the same.



*[Handwritten signature]*

2.5. 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 Code of Conduct.

2.6. The Compliance Officer shall maintain a record of the designated persons and place the same at the immediately next Board of Directors of the Company for consideration any changes made in the list of the designated persons shall be intimated to the Board on annual basis from time to time.

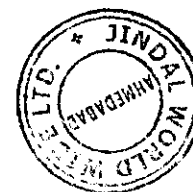
**3. Preservation of "Price Sensitive Information"**

3.1. 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.

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



3.2. Need to Know:

- I. "need to know" basis means that 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.
- II. All non-public information directly received by any employee should immediately be reported to the head of the department.

3.3. Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, follow the guidelines for maintenance of electronic records and systems as may be prescribed by Compliance officer from time to time in consultation with Information & Technology department of the Company.

4. 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.

4.1. Trading Plan

An insider shall be entitled to formulate a trading plan for dealing in securities of the Company 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.

4.2. 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;
- III. entail trading for a period of not less than twelve months;
- IV. not entail overlap of any period for which another trading plan is already in existence;





- V. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- VI. not entail trading in securities for market abuse.

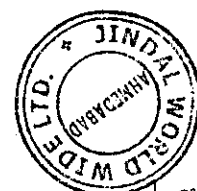
- 4.3. The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.
- 4.4. 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.

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

#### 5. Trading Window and Window Closure

- 5.1. The Designated Persons shall not deal in the securities of the Company when the Trading Window is closed.
- 5.2. All the Persons, to whom the code is applicable shall strictly conduct all their dealings in the Securities of the Company only when the Trading Window is open and no Designated Person shall deal in the Securities of the Company during the period the Trading Window is closed.



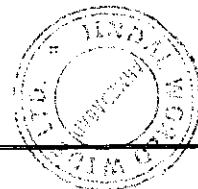
- 5.3. Closure of Trading Window:** The Trading Window for Dealing in Securities of the Company shall be closed for the following purposes:-
- (a) Declaration of financial results (quarterly, half-yearly and annual);
  - (b) Declaration of dividends (interim and final);
  - (c) Change in capital structure;
  - (d) Mergers, de-mergers, acquisitions, delisting', disposals and expansion of business and such other transactions;
  - (e) Material events in accordance with the listing agreement.

The 'Trading Window' may be closed by the Compliance officer in consultation with the Managing Director of the Company during such time in addition to above period, as he/she may deem fit from time to time and also on notification by designated person or insider about the possession of Unpublished Price Sensitive Information.

- 5.4. Starting of Closure:** The period of closure shall be effective from the date of intimation to Stock Exchange pertaining to the subject referred above or date on which agenda for the board meeting containing above item of business is circulated, whichever is earlier.
- 5.5.** 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.
- 5.6.** 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.

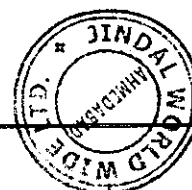
## **6. Pre-clearance of trades**

- 6.1. Applicability:** Every Person, to whom the code is applicable, who intends to deal in any Securities of the Company shall obtain a pre-dealing approval for the proposed transaction as per the procedure prescribed hereunder. In respect of the Designated persons such pre-dealing approval would be necessary, only if the values 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 Rs. 10 lakhs.



## 6.2. Pre-dealing Procedure

- I. An application may be made in the prescribed Form (Annexure 1) to the Compliance officer indicating the estimated number of securities that the Specified Employee 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 Specified Employee 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 "Price Sensitive Information" up to the time of signing the undertaking.
  - b) That in case the Specified Employee has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in 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 Specified Persons and their shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. The Specified Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed. (Annexure 4).
- IV. If the order is not executed within seven days after the approval is given, the employee/director must pre-clear the transaction again.
- V. **All Specified 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 Specified 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.

- VI. The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

### 7. Other Restrictions

- 7.1. 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.
- 7.2. 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.
- 7.3. The disclosures made under this Code shall be maintained for a period of five years.

### 8. Reporting Requirements for transactions in securities

#### 8.1. Disclosures required under SEBI (Prohibition of Insider Trading) Regulations 2015

##### A. Initial Disclosure

- I. Every promoter/ Key Managerial Personnel / Director / Officers / Designated Employees of the Company, within thirty 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 (*as prescribed by SEBI from time to time*).



- 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. *(as prescribed by SEBI from time to time\*)*.

### B. Continual Disclosure

Every promoter, employee and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 lakhs in the form. *(as prescribed by SEBI from time to time\*)*.

The disclosure shall be made within 2 working days of:

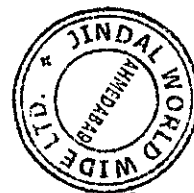
- a. the receipt of intimation of allotment of shares, or
- b. the acquisition or sale of shares or voting rights, as the case may be.

*\*available on website of BSE Ltd from time to time*

### 8.2. Disclosures required to be made under JWL Insider Code:

All the Designated Persons shall file with the Compliance Officer, inter alia, the following details of their/their immediate relatives holdings and/or dealings in the Securities of the Company within 30(thirty)days of the date of adoption of the Code and thereafter with in 7(seven) days from the date of event.

- (a) All holdings in Securities of the Company as on the effective date of the said Code i.e 15<sup>th</sup> May, 2015 or the date of joining the Company, whichever is later (see Annexure 5);
- (b) Any changes in shareholding since last disclosure made (see Annexure 6)
- (c) Annual statements of all holdings in Company's securities as on end of each quarter in such form and manner (see Annexure 7) as may be prescribed by the Compliance Officer from time-to-time.



**9. Disclosure by the Company to the Stock Exchange(s)**

- 9.1. Within 2 days of the receipt of intimation under Clause 8.1.B, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.
- 9.2. 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.

**10. Penalty for contravention of the code of conduct**

- 10.1. Every Specified 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).
- 10.2. Any Specified 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.
- 10.3. Specified 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.
- 10.4. 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.

**FOR JINDAL WORLDWIDE LTD.**

  
**DR. YAMUNADUTT AGRAWAL**  
**CHAIRMAN, DIN: 00243192**



## **11. FAIR PRACTICE CODE OF CORPORATE DISCLOSURE PRACTICES FOR PREVENTION OF INSIDER TRADING.**

**Corporate Disclosure Policy** To ensure timely and adequate disclosure of price sensitive information, the following norms shall be followed by the Company

### **1. Prompt disclosure of price sensitive information**

Price sensitive information shall be given by the Company to stock exchanges and disseminated on a continuous and immediate basis.

Price Sensitive Information means any information, which relates directly company and which if published is likely to materially affect the price of shares of the Company and includes following:-

- a) Periodical Financial results of the company;
- b) Intended declaration of Dividend (Both Interim and Final);
- c) Issue of Securities or buy Back of Securities;
- d) Any major expansions plans or execution of new projects;
- e) Amalgamation, Mergers or Takeovers;
- f) Disposal of the whole or substantial part of the undertaking;
- g) Significant changes in the policies, plans or operations of the Company;
- h) Prompt dissemination of unpublished price sensitive information that gets disclosed inadvertently or otherwise to make such information generally available.

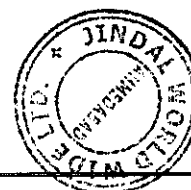
### **2. Overseeing and Coordinating Disclosure**

The Company will appoint Compliance Officer to oversee and co-ordinate, Corporate Disclosure.

- 3. Uniform and universal dissemination** of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure

### **4. Responding to Market rumor**

Appropriate and fair response to queries on news reports shall be sent and replies to all queries or requests for verification of market rumors shall be sent only after approval of the Chairman or Managing Director. The Compliance officer shall reply to the queries or requests for verification of market rumors within 48 hours of receipt of such further period as may be allowed by the Stock Exchange.



**5. Timely Reporting of shareholdings/ ownership and changes in ownership:**

Disclosure of shareholdings/ ownership by major shareholders and disclosure of changes in ownership as provided under any Regulations made under the Act and the listing agreement shall be made in a timely and adequate manner

**6. Disclosure/ dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors**

The Company should follow the guidelines given hereunder while dealing with analysts and institutional investors:-

**(i) Only Public information to be provided**

The Company shall provide only public information to the analyst/ research persons/ large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.

**(ii) Recording of discussion**

In order to avoid misquoting or misrepresentation, it is desirable that at least two company representative be present at meetings with Analysts, brokers or Institutional Investors and discussion should preferably be recorded.

**(iii) Handling of unanticipated questions**

The Company should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. 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.

**(iv) Simultaneous release of Information**

When the company organizes meetings with analysts, the company shall make a press release or post relevant information on its website after every such meet. The company may also consider live web casting of analyst meets.

**7. Medium of disclosure/ dissemination**

(i) Disclosure/ dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.





(ii) The Company shall ensure that disclosure to stock exchanges is made promptly.

(iii) The Company may also facilitate disclosure through the use of its dedicated Internet website.

(iv) Company websites may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.

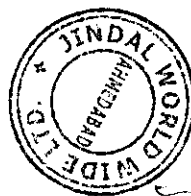
(v) The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

(vi) The information filed by the Company with exchanges under continuous disclosure requirement may be made available on the company website.

FOR JINDAL WORLDWIDE LTD.



**DR. YAMUNADUTT AGRAWAL**  
CHAIRMAN, DIN: 00243192



**ANNEXURE 1  
SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL**

Date:

To,  
The Compliance Officer,  
**Jindal Worldwide Limited,**  
Ahmedabad

Dear Sir/Madam,

**Application for Pre-dealing 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) Subscription to securities (c) 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 TO BE ACCOMPANIED WITH THE  
APPLICATION FOR PRE-CLEARANCE

UNDERTAKING

To,  
Jindal Worldwide Limited,  
Ahmedabad

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.

Date:

Signature: \_\_\_\_\_

\* Indicate number of shares



ANNEXURE 3  
FORMAT FOR PRE- CLEARANCE ORDER

To,  
Name: \_\_\_\_\_  
Designation: \_\_\_\_\_  
Place: \_\_\_\_\_

This is to inform you that your request for dealing in \_\_\_\_\_ (nos) shares of the Company as mentioned in your application dated \_\_\_\_\_ is approved. Please note that the said transaction must be completed on or before \_\_\_\_\_ (date) 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 attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,  
for Jindal Worldwide Limited

Compliance Officer

Date: \_\_\_\_\_

Encl: Format for submission of details of transaction



**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,  
**Jindal Worldwide Limited,**  
Ahmedabad

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	DPID/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).

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Name:

Designation:





**ANNEXURE 5  
FORMAT FOR INITIAL DISCLOSURE OF SECURITIES**

To,  
The Compliance Officer,  
**Jindal Worldwide Limited,**  
Ahmedabad

I, \_\_\_\_\_, in my capacity as \_\_\_\_\_ of the Company hereby submit the following details of securities held in the Company as on \_\_\_\_\_ (date of becoming Specified Person).

**I. Details of securities held by me:**

Type of Securities	No. of securities held	Folio No	Beneficiary A/c Client ID

**II. Details of dependent(s) :**

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 1992 and the Company's Code of Procedures and Conduct for Prevention of Insider Trading, I hereby declare that I have the following dependents:

Sr. No.	Name of the dependent	Relation with Director / Officer / Designated Employee

**III. Details of securities held by me:**

Name of Relative	Relationship	Type of securities	No. of Securities held	Folio No	Beneficiary A/c Client ID	Name of Relative

Date:

Signature: \_\_\_\_\_

**ANNEXURE 6  
DISCLOSURE OF CHANGE IN SHAREHOLDING**

To,  
The Compliance Officer,  
Jindal Worldwide Limited,  
Ahmedabad

I, \_\_\_\_\_, in my capacity as \_\_\_\_\_ of the Company hereby submit the following details of change in holding of securities of the Company:

Name, PAN No. & address of shareholder	No. of securities held before the transaction	Receipt of allotment advice/ acquisition of/sale of securities	Nature of transaction & quantity			Trading member through whom the trade was executed with SEBI Registration No. of the TM	Trading member through whom the trade was executed with SEBI Registration No. of the TM
			Purchase	Sale	Others		

**Details of change in securities held by dependent family members:**

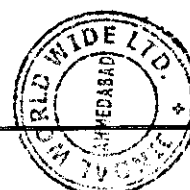
Name, PAN No. & address of shareholder and relationship	No. of securities held before the transaction	Receipt of allotment advice/ acquisition of/sale of securities	Nature of transaction & quantity			Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed
			Purchase	Sale	Others		

I/We declare that I/We have complied with the requirement of the minimum holding period of six months with respect to the securities purchased/sold.

I hereby declare that the above details are true, correct and complete in all respects.

Date :

Signature: \_\_\_\_\_



**ANNEXURE 7**  
**FORMAT OF ANNUAL STATEMENT OF HOLDING BY SPECIFIED PERSONS**

To,  
The Compliance Officer,  
**Jindal Worldwide Limited,**  
Ahmedabad

**REF: ANNUAL DISCLOSURE FOR THE FINANCIAL YEAR ENDED \_\_\_\_\_**

I along with my relatives holds securities of the Company details of which are here under:

Name of holder	Physical Holding		Electronic Holding	
	Folio No	Total Holding	DP ID/Client Id	Total Holding

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).

Further, I have not enter into an opposite transaction i.e sell or buy any number of shares during the Six(6) months following the prior transaction and have also not taken position in derivative transactions in the shares of the company at any time.

I further declare that I was not in possession of any Unpublished Price Sensitive Information during the said period.

OR

I further declare that I was in possession of Unpublished Price Sensitive Information during the said period, however I have neither communicated, provided or allowed to the Unpublished Price sensitive information to any person except where the communication was in furtherance of legitimate purpose, performance of duties of discharge of legitimate obligations nor traded in such securities at the time of possession of such information

Date: \_\_\_\_\_

Signature: \_\_\_\_\_

Name:

Designation:

\*Strike off wherever not applicable

