

This document intends to sets out the approach for Code of Conduct for Prohibition of Insider Trading



**THE PERIA KARAMALAI TEA & PRODUCE
CO LTD**

CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

Version : 4.0

Approved By: Board of Directors

Policy Owner : Company Secretary

| | | |
|---|---|----------------------------|
| Subject: Code of Conduct for Prohibition of Insider Trading. | Original Issue Date: 04.11.2015 | Effective Date: 01.04.2019 |
| | Revision Date: 28.03.2019 | Policy No.: 2.0 |
| | Review & Revision Date: 04.02.2023 | Policy No.: 3.0 |
| | Review & Revision Date: 27.07.2023 | Policy No.: 4.0 |
| | Reviewed & Revised Policy Effective date: 27.07.2023 | |

| | | |
|--------------------------------------|---|---|
| Base Document | : | Code of Conduct for Prohibition of Insider Trading |
| Initial Document Prepared by | : | Mr. Saurav Singhania |
| Functional aspects Checked by | : | Mr. Saurav Singhania |
| Governing Guideline/Policy | : | Code of Conduct for Prohibition of Insider Trading. |

Code of Conduct for Prohibition of Insider Trading.

THE PERIA KARAMALAI TEA & PRODUCE COMPANY LIMITED

Code of Conduct for Prohibition of Insider Trading

(A Code of Conduct to regulate, monitor and report trading by Designated Persons and their Immediate Relatives)

SCOPE AND PURPOSE:

The Securities and Exchange Board of India repealed the erstwhile SEBI (Prohibition of Insider Trading) Regulations, 1992 and replaced it with the SEBI (Prohibition of Insider Trading) Regulations, 2015, on 15th January, 2015 (hereinafter referred to as the “Regulations”) in terms of which The Peria Karamalai Tea & Produce Company Limited (hereinafter referred to as “Company”) had, *inter alia*, framed a Code of Conduct for Prevention of Insider Trading (hereinafter referred to as “(Insider Code” or “the Code”) by employees of the Company, including the Directors and other connected persons, in relation to the securities of the Company which was approved and adopted by the Board of Directors of the Company. Thereafter, pursuant to the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the aforesaid Policy needed revision. The revised Policy has been adopted by the Board on March 28, 2019 and is effective from April 1, 2019.

Further, in view of the recent amendments vide SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors had reviewed and revised the policy at their meeting held on 27th July, 2023.

1. APPLICABILITY

This “Peria Insider Code” is applicable to all Designated Persons and their immediate relatives.

2. DEFINITIONS

“**Board**” means the Board of Directors of the Company.

“**Company**” means The Peria Karamalai Tea & Produce Company Limited.

“**Designated Persons**” shall cover the following:

- All promoters of the Company;
- All Directors, whether executive, non-executive or independent of the Company and its material subsidiary(ies); Key Managerial Personnel (KMP) i.e., Chief Executive Officer (CEO), Managing Director (MD), Whole-time Director (WTD),

Chief Financial Officer (CFO) and Company Secretary (CS) of the Company and its material subsidiary(ies);

- Functional Heads, Senior Vice Presidents, Vice Presidents and Associate Vice Presidents of the Company and its material subsidiary(ies);
- Employees of the Company upto two levels below the CEO;
- Executive assistants and Secretary to KMPs;
- Employees of Strategy Department, Secretarial Department of the Company;
- Employees of Finance and Accounts department having access to entire financial statement or performance of the Company;
- Such other employees and support staff working in the inside areas or having access to UPSI or in possession of UPSI as may be determined by the Company from time to time;
- Any strategic shareholder whose affirmative vote or sanction is pre-requisite for key actions of the Company;
- such Connected Persons as identified by the Compliance Officer from time to time.

“Immediate Relative” shall have the meaning assigned to it under Regulation 2(1)(f) of the Regulations;

“Material Financial Relationship” shall mean a relationship that the Designated Person shares with another person by virtue of such person being 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 Designated Person’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.”

“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.

“Promoter” shall have the same meaning assigned to them in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

“SEBI” means Securities and Exchange Board of India

“Trading day” means a day on which Stock Exchanges where equity shares of the Company are listed are open for trading

“UPSI” refers to Unpublished Price Sensitive Information as defined in the Regulations

All the other terms used in the Insider Code shall have the same meaning as assigned to them under the Regulations.

3. COMPLIANCE OFFICER – AUTHORITY TO DELEGATE

Unless otherwise designated by the Board of Directors, the Company Secretary for the time being of the Company shall be deemed to be the Compliance Officer for the purpose of the Code.

The functions and responsibilities of the Compliance Officer shall be as under:

- Maintaining and reviewing and updating from time to time, the record of Designated Persons and immediate relatives thereof in the format provided in Annexure.
- Monitoring adherence to the Regulations and the Insider Trading Code;
- Grant of pre-trading clearance to the Designated Persons for dealings in the Company's Securities and monitoring of such trade;
- Approving the Trading Plan as may be formulated by any Insider in terms of the Regulations;
- Determination of period of Trading Window closure and Intimation of closure of Trading Window to the Designated Persons;
- Implementation of this Code of Conduct under the general supervision of the Board;
- Placing status reports before the Chairman of Audit Committee, detailing any trading in the Securities by the Designated Persons along with the documents that such persons had executed in accordance with the pre-clearance procedure prescribed under the Code of Conduct at regular intervals but not less than once in a year;
- Assisting all the Employees in addressing any clarifications regarding the Regulations and this Insider Trading Code;
- Maintaining a record of instances where the requirement of holding the Securities during the holding period is waived for emergency reasons;
- Sensitizing the employees of the manner and circumstances in which people may be brought "inside" on sensitive transactions, duties and responsibilities attached to the receipt of inside information, and the liability that attaches to misuse or unwarranted use of such information
- Maintaining a structured digital database containing the names of such persons or entities as the case may be with whom information is shared under this Regulation for legitimate purpose, along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available and giving of due notice to such insiders to maintain confidentiality of such unpublished price sensitive information in compliance with the Regulations.

- In case the Compliance Officer is not available either on account of his being on leave or on his being away from the registered office and/or corporate office of the Company for a period of 7 (seven) days or more, he shall delegate his authority to any executive, who is financially literate¹ and is capable of appreciating requirements for legal and regulatory compliance and eligible under these Regulations, who shall act as Compliance Officer and be responsible for all duties and responsibilities of Compliance Officer, during the period of his absence.

4. CIRCUMSTANCES AND PROCEDURE FOR BRINGING PEOPLE ‘INSIDE’

CIRCUMSTANCES: People may be brought ‘inside’ in the following situations:

- Availing of consultancy from professionals for confidential matters;
- Availing of assistance within the organization from another team/ department for a corporate action viz. merger, demerger, restructuring etc., information whereof is not a generally available information;
- Availing finance from banks, financial institutions for end-use, information whereof is not generally available information;
- In the course of conduct of due diligence under any provision of law;
- Other situations arising in the ordinary course of business which shall be documented by the Compliance Officer based on the inputs received from Managing Director and other Designated Persons handling UPSI from time to time;
- Indicative list of situations mandating bringing of people inside is as under:

| Nature of UPSI | Person responsible in Handling UPSI | People required to be brought inside |
|---|-------------------------------------|---|
| Finalisation of results and financial statements. | CFO, Head of accounts | Statutory auditors; Investor relation department finalizing the press release. |
| Merger, acquisition | MD& CEO, CFO& CS | Statutory auditors ; Consultants, law firms for due diligence, documentation; In-house Legal team; Secretarial team at the time of finalization of board agenda and circulation. |

PROCEDURE:

- An employee of the Company can be brought ‘inside’ only if he/she is conversant with their obligation to preserve confidentiality and after obtaining approval of the

¹ “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

Managing Director or other Designated Persons handling the said UPSI. The need for the person to know the UPSI shall also be stated while seeking approval;

- The information about sharing of UPSI shall be promptly informed to the Compliance Officer for updating in the digital database;
- A person other than an employee of the Company can be brought 'inside' only after ensuring that the organization represented by such person has an appropriate code in place covering the compliance to be ensured by the fiduciary/ intermediary under the Regulations;
- Confidentiality agreements shall be entered into with the person other than employees of the Company, before sharing of UPSI. In case it is not practical to sign confidentiality agreements, a notice may be given to the person receiving UPSI containing necessary safeguards to be adopted by such person;
- Once a person is brought 'inside', Permanent Account Number or any other identifier authorized by law, where Permanent Account Number is not available, shall be promptly shared to the Compliance Officer for updating the digital database;
- The Compliance Officer may require the person brought 'inside' to make disclosure of holdings and trading in securities of the Company in **Form D**, as prescribed by SEBI, in order to monitor compliance with the Regulations;
- The Compliance Officer shall periodically review the effectiveness of such measures and track the chain of connections possessing the UPSI.

SYSTEM FOR INTERNAL CONTROLS

- The requirements under the Code shall be sensitized to all the employees of the Company for the following purpose:-
 - Educating all insiders about the sensitivity of information and the need to restrict disclosures on "need to know" basis;
 - Educating all such executives who deal with sensitive information to ensure strictest confidentiality;
 - Educating and training all employees about basic security practices, such as password and physical security procedures viz. locking the workstation or logging out of the systems while leaving the cubicle/ workstation/ cabin;
 - Ensuring that trading in securities of any other company, in respect of whom the Company's executives have UPSI, is barred;
 - Ensuring that the investment team/investment committee of the Company has "chinese wall" protection from such team as may have UPSI in relation to clients;
 - Ensuring that trading by all employees in Company's securities are disclosed, if such trades are in excess of the stipulated amount every quarter;

- Ensuring that Designated Persons are aware of closure of Trading Window;
 - Ensuring that Designated Persons take prior approval for any trading while trading window is open;
 - Ensuring that Designated Persons are aware of contra trade restrictions.
 - Ensuring that there is adherence to Company's internal code/protocol while speaking to press/public forums;
 - Disclosure requirements under the Code and the Regulations.
- The list of Designated Persons along with requisite information, prescribed under the Regulations, shall be maintained and timely updated by the Compliance Officer, the particulars of the details to be maintained has been annexed herein as **Annexure A**;
 - The Compliance Officer, in consultation with the Managing Director shall maintain a list of potential UPSI identified and ensure confidentiality of the same. For timely identification of UPSI, the Compliance Officer, based on information obtained from the Managing Director or other Designated Persons handling UPSI, may maintain a sensitivity list identifying factors or developments which generally give rise to the emergence of UPSI in the Company and identify the likely flow of information;
 - Files/ documents/ papers in relation to UPSI shall be kept secure. Computer files shall have adequate security of login and password and the security administrators shall restrict the amount of database access that is given to the users. The insiders should not accidentally access UPSI on account of inadequate or improper account rights or inadequate permission/ access control. The extent of access to be granted to the employees of respective department should be determined in consultation with respective head of the department;
 - In the event there is a need for any sharing of information across the departments/ to any other Designated Person or employee, prior consent of the Managing Director or concerned Designated Person handling UPSI to be obtained stating that such sharing of information is not in violation of the Regulations and is for legitimate purpose;
 - The Compliance Officer shall be timely informed about sharing of UPSI for legitimate person along with other details required to be given to the Compliance Officer under the Regulations;
 - Where UPSI is required to be shared with any other person other than the Designated Persons/ employees of the Company, such person shall be required to execute agreements to contract confidentiality and non-disclosure obligations on the part of such person and such person shall keep information so received confidential and shall not otherwise trade in securities of the Company when in possession of UPSI;

- The Compliance Officer shall maintain the digital database list of persons other than Designated Persons with whom UPSI has been shared and contract for confidentiality has been duly executed, based on the information received from the Managing Director or Designated Person handling UPSI, the particulars of the details to be maintained has been annexed herein as **Annexure B**;
- The Compliance Officer shall monitor trading activity, especially around important events such as earnings announcements, acquisitions and other events material to a Company's value that are in the nature of UPSI, for the persons referred above;
- Any breach suspected by any Designated Person, employees or persons other than the Designated Persons/ employees of the Company shall be promptly brought to the notice of Compliance Officer in the manner provided in Whistle Blower and Vigil Mechanism Policy of the Company and in case of an instance of leakage of UPSI, an inquiry to be initiated in the manner approved by the Board of Directors of the Company;
- The Managing Director and CEO of the Company shall be responsible to review and evaluate effectiveness of the internal control measures and update the Audit Committee on the same atleast once in a year to enable the verify the adequacy and effectiveness of the internal controls;
- The Compliance Officer shall report to the board of directors 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, but not less than once in a year;
- The gap between clearance of financial results/ financial statements by Audit Committee and Board Meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information;
- The timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

PROHIBITION ON TRADING IN SECURITIES OF THE COMPANY BY DESIGNATED PERSONS

Designated Persons of the Company when in possession of any UPSI, as defined in the Regulations, pertaining to the Company, shall not:

- Trade in securities of the Company, either on their own behalf or on behalf of any other person, except provided otherwise.

- Communicate, counsel, procure or allow access to any unpublished price sensitive information to/from any person, except in furtherance of a legitimate purpose, as explained in Code of Fair Disclosure, or performance of duties.

Designated Persons shall maintain the confidentiality of all unpublished price sensitive information. Designated Persons shall not pass on such information to any person directly or indirectly by way of making a recommendation for the trading in securities.

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.

5. CHINESE WALL

To prevent the misuse of confidential information the Company shall adopt a appropriate procedures and processes of “Chinese Wall” policy which separates those areas of the Company which routinely have access to confidential information, viz. Finance, Strategy, Secretarial departments regarded as “insider areas” from those areas which deal with sale/marketing/investment advise or other departments providing support services, considered “public areas”.

The employees in the inside area shall not communicate any Unpublished Price Sensitive Information to any one in public area.

As far as practical, the employees in inside area may be physically segregated from employees in public area. Demarcation of the various departments as inside area may be implemented by the Company.

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 or legitimate purposes, under intimation to the Compliance Officer. Exceptions permitted under the Regulations will also be applicable in the present case.

6. TRADING WINDOW AND TRADING RESTRICTION

Designated Persons and their immediate relatives shall not trade in securities of the Company during closure of the “Trading Window”, i.e. the period during which trading in the securities of the Company is prohibited.

Trading Window shall be closed from the end of every quarter till 48 hours after the declaration of financial results. Further, 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 from the first available date at which any UPSI, including the following, take place or is/are proposed to take place :

- Approval of any quarterly, half yearly or annual financial results;
- Issue of securities (public, bonus and right issue);
- Buyback and splitting of securities;
- Dividends (interim or final);
- Significant expansion plans or new projects;
- Acquisition, amalgamation, merger, takeover of companies/ businesses, demerger, delistings;
- Disposal of whole or substantially the whole of any undertaking;
- Significant changes in plans or operations of the Company.
- Changes in key managerial personnel

The Trading Window in such case shall open 48 hours after the information in respect of the above events is/are made generally available.

7. PROCEDURE OF PRE-CLEARANCE

Designated Persons shall require pre clearance from the Compliance Officer in respect of trading in securities of the Company, where the quantity exceeds 10,000 or value of the securities to be traded exceeds 10 lakh rupees, whichever is lower, in a month (either in one transaction or in a series of transactions) in **Annexure-C** for the time being or such other format as may be prescribed by SEBI. Such trading in securities by the Compliance Officer shall require pre-clearance from the Managing Director. However, pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Trades, for which pre clearance has been obtained, shall be executed within seven days after the approval of pre clearance is given, failing which a fresh pre-clearance shall be required.

Persons covered under the pre-clearance requirement shall file the details of the transactions in the format prescribed under **Annexure-D** for the time being or such other format as may be prescribed by SEBI with the Compliance Officer within 30 (thirty) days of the exercise of the trade. Even in cases where the transaction has not been undertaken, the same should be reported in the above format.

Designated Person in possession of unpublished price sensitive information shall not apply for any pre-clearance even if the trading window is not closed.

The Compliance officer shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

Trading in securities by the Compliance Officer shall require prior permission from the CEO/MD of the Company and in case of trading by the CEO/MD, prior permission from Board of Directors of the Committee shall be obtained.

8. MINIMUM HOLDING PERIOD

Designated Person who is permitted to trade shall not execute a contra trade during next six months following prior trade. Designated Persons shall also not take positions in derivative transactions in the Equity shares of the Company at any time.

In case the contra trade is necessitated by personal emergency, the compliance officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. Should a 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 SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

The restriction of contra-trade shall not apply in cases where the Trade is pursuant to an approved Trading Plan or where the Trade is pursuant to exercise of stock options of the Company

9. THRESHOLD LIMIT AND DISCLOSURES

All the Designated Persons shall be required to submit the following details to the Compliance Officer-

Personal Information:

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 relationship²;
- (c) Phone, mobile and cell numbers which are used by them;
- (d) names of educational institutions from which designated persons have graduated (*to be granted on one-time basis*);
- (e) Names of their past employers (*to be granted on one-time basis*)

INITIAL DISCLOSURE

- Members of Promoter Group shall disclose holding of securities of the company as on the date of the amendment in the Regulations taking effect, to the company within thirty days in the format prescribed by SEBI (Form A).

²“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

- Any person on becoming a Designated Person or member of Promoter Group shall disclose all holdings Securities of the Company including that of his/her Immediate Relatives within 7 (seven) days of becoming a Designated Person/ member of Promoter Group. The disclosure shall be given in the format prescribed by SEBI (Form B).

CONTINUAL DISCLOSURE

- Every Designated Person or their immediate relatives or member of Promoter Group acquiring or trading in securities of the Company subsequent to the initial disclosure, shall disclose such acquisition and every subsequent Trade to the Compliance Officer within 2 (two) trading days of such transaction or receipt of intimation of allotment of securities, 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 lakhs, in the format prescribed by SEBI (Form C);
- The Compliance Officer shall notify the particulars of such trading to the stock exchange on which the securities are listed within two working days of receipt of disclosure or from becoming aware of such information.

OFF-MARKET TRADES BY INSIDER

- Every Insider shall disclose to the Company in the format prescribed by SEBI (Form C), off-market trades done by him/her within 2 (two) working days of such transaction.
- The Compliance Officer shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days from receipt of disclosure or from becoming aware of such information.

10. RECORDS

The Compliance Officer shall maintain records of all the declarations made in the appropriate form for a minimum period of 5 years.

The Compliance Officer shall also maintain a record of the Designated Persons (as per “Annexure-A”) and any changes made in the list of the Designated Persons.

11. REPORTING REQUIREMENTS

The Compliance Officer shall to place before every meeting of Audit Committee all the details of any trading in the securities by any Designated Person of the Company and the accompanying documents that such persons had executed under the pre-clearance procedure as envisaged in the Insider Code.

12. PENALTIES FOR CONTRAVENTION

- All Designated Persons shall be individually responsible for complying with the provisions of this Insider Trading Code including to the extent the provisions hereof are applicable to his/her Immediate Relatives. Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code shall be subject to disciplinary action by the Company and liable to be penalized. Appropriate disciplinary action which may be taken by the Company may include wage-freeze, suspension from employment, ineligibility for future participation in employee stock option plans, recovery, clawback etc., as may be decided by the Board. Actions, if any by the Company for such violations shall not preclude SEBI from taking any action under the Regulations or the SEBI Act 1992.
- Under Section 15G of the Securities and Exchange Board of India Act, 1992 (“the SEBI Act”) any Insider who indulges in insider trading in contravention of the Regulations is liable to a penalty which shall not be less than ten lakh rupees but which may extend to twenty-five crore rupees or three times the amount of profits made out of insider trading, whichever is higher. Under Section 24 of the SEBI Act, anyone who contravenes or abets the contraventions of the provisions of the Act or of any Rules or Regulations made thereunder, he shall be punishable with imprisonment for a term which may extend to ten years, or with fine, which may extend to twenty five crore rupees or both. If any person fails to pay the penalty imposed he shall be punishable with imprisonment for a term which shall not be less than one month, but which may extend to ten years or with fine, which may extend to twenty-five crore rupees or with both.
- In case it is observed by the Compliance Officer that there has been a violation of the SEBI Regulations by the Designated Person including that of his/her Immediate Relatives, the Compliance Officer shall forthwith inform the Board and inform SEBI about such violation.
- The Designated Person against whom information has been furnished by the Company/Compliance Officer to SEBI for violations of the Regulations/Code, shall provide all information and render necessary co-operation as may be required by the Company/Compliance Officer or SEBI in this connection.

13. AUTHORITY TO MAKE ALTERATIONS

The Board of Directors are authorized to make such alterations to this Code as considered appropriate, subject, however, to the condition that such alterations shall not be inconsistent with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any amendments thereto.

14. GENERAL

A copy of the Regulations is enclosed. Designated Persons are advised to peruse the Regulations carefully and acquaint themselves with all the provisions contained therein. The Compliance Officer will be available for clarification/assistance that may be necessary.

This Policy has been reviewed and approved by the Board of Directors of the Company at its meeting held on 27.07.2023.

Place : Kolkata

Date : 27.07.2023

ANNEXURE-A

Contents of Database of Designated Persons

[See Para 14 of Schedule B read with Regulation 9(4) of the SEBI (Prohibition of Insider Trading) Regulations, 2015]

| Sl. No. | Name and designation of Designated Person (DP) | Name of Immediate relative of DP | Name of persons with whom the DP shares a material financial relationship | PAN and Contact numbers | Address | Education institution from where the DP has graduated | Name of past employer (s) of DP | Person making the entry along with date of entry | Remarks, if any |
|---------|--|----------------------------------|---|-------------------------|---------|---|---------------------------------|--|-----------------|
| | | | | | | | | | |

Notes:

1. "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;
2. The disclosure in the aforesaid format shall be given by the DPs to the Compliance Officer on an annual basis;
3. In case of newly identified DPs, the aforesaid disclosure shall be made within [o] from such identification;
4. The database shall be maintained under the supervision of the Compliance Officer of the Company;
5. The database shall be reviewed by the Compliance Officer on a periodic basis.

Annexure-B

Contents of Digital Database of recipients of UPSI

[See Regulation 3(4) and 3(5) of the SEBI (Prohibition of Insider Trading) Regulations, 2015]

| Sl. No. | Name and category of the recipient | PAN | Address | Name of Immediate relative along with their PAN or of Affiliates, in case the recipient is an entity or company | Details of UPSI along with reason of sharing thereof | Name of the person who shared such UPSI | Whether NDA has been signed and Notice of confidentiality has been given? | Person making the entry | Remarks, if any |
|---------|------------------------------------|-----|---------|---|--|---|---|-------------------------|-----------------|
| | | | | | | | | | |

Note 1:

The categories of recipients shall include:

- Employees of the Company who are not Designated Persons (DPs);
- Persons who are neither employees nor DPs but may come into contact with the DPs and other insiders of the Company;
- Affiliates shall mean the promoter and promoter group, associates and JVs of the entity/ company.

Note 2:

- The database shall be maintained under the supervision of the Compliance Officer of the Company;
- The database shall be reviewed by the Compliance Officer on a periodic basis.

Annexure-C

**Form for Permission from the Company regarding proposed purchase/sale of
Equity Shares/
listed securities of the Company**

Date:
To
The Compliance Officer
The Peria Karamalai Tea & Produce Company Limited

Dear Sir/Madam,

I, jointly with
Mr./Mrs.....and Mr./Mrs. wish to
purchase/sell(nos.) equity shares/listed securities of the Company. The details are as
follows:

| Nature of Transactions (Buy/ Sell) | Name of the Proposed Buyer/ Seller | Name of the Depository in which shares are held | DP ID/ Client ID/Folio no.& PAN |
|------------------------------------|------------------------------------|---|---------------------------------|
| | | | |
| | | | |

A declaration in the prescribed format is enclosed for your perusal and records in this connection.

Please grant your permission for the said transaction.

Thanking You
Yours Faithfully

Signature:
Name of Designated Employee / Connected Person: Division:
Department:
Employee Code (if any):

Declaration to be submitted along with the Application for Pre-Clearance

Date:

To
The Compliance Officer
The Peria Karamalai Tea & Produce Company Limited

Dear Sir/Madam,

I,(Name, designation and department) residing at,am desirous of dealing in(nos.) shares of The Peria Karamalai Tea & Produce Company Limited as mentioned in my application dated for pre-clearance of the transaction.

I hereby state that-

- (a) I have no access to nor do I have any information that could be construed as “Unpublished Price Sensitive Information” as defined in the Code of Conduct for Prohibition of Insider Trading up to the time of signing this undertaking.
- (b) In the event that I have access to or received any information that could be construed as “Unpublished Price Sensitive Information” as defined in the Code of Conduct for Prohibition of Insider Trading, after 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.
- (c) I have not contravened the provisions of the Code of Conduct for Prohibition of Insider Trading as notified by the company from time to time.
- (d) I am aware that I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at anytime.
- (e) I hereby agree to indemnify and keep the Company and its Directors indemnified from and against all and any penalties/fines that may be imposed on them by the Securities and Exchange Board of India and/or any other statutory authorities as a result of violation by me of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code prescribed by the Company.
- (f) I have made full and true disclosure in the matter.

Thanking You,
Yours Faithfully,

Signature:
Name of Designated Employee / Connected Person

Division: Department:
Employee Code (if any):

Annexure-D

**Form for Intimation regarding exercise/non-exercise of pre-cleared trade
(to be submitted within 30 days of exercise or non-exercise of pre-cleared trade)**

Date:

To
The Compliance Officer
The Peria Karamalai Tea & Produce Company Limited

Ref:YourApprovalletterNo. _____dated _____(in case of Pre-approved transaction)

I,(Name, designation and department) residing at hereby inform you that I :

1. have not bought/sold/subscribed any Securities of the Company due to *(state reason for inability to trade)*.
2. have bought/sold/subscribed to the _____ Securities as mentioned below on_(insert date)

| Na m e of ho ld er | First or joint holde r | No. of Secu ritie s deal t with | Natur e of secur ities | Bought / Sold/ Subscr ibed | DP ID/CLIENT ID (electronic form) or Folio no. for physical where the Securities will be debited or credited or PAN | Price (Rs.) |
|---|---|--|---|---|--|------------------------|
| | | | | | | |

I declare that the above information is correct and that no provisions of the Company's Code of Conduct for Prohibition of Insider Trading and/or applicable laws/regulations have been contravened for effecting the above said transaction(s). I agree to hold the above Securities for a minimum period of six months and also to not take positions in derivative transactions in the equity shares of the Company at any time. In case there is any urgent need to sell these Securities within the said period, I shall approach the Company (Compliance Officer) for necessary approval

Thanking You
Yours Faithfully

Signature:
Name of Designated Employee/Connected Person Division:
Department:

Employee Code (if any):

ANNEXURE E

Format of annual disclosure by insiders

To,
The Compliance Officer,
The Peria Karamalai Tea & Produce Company Limited

Dear Sir,

I, _____ (Name of the Designated Persons) hereby declare that following are the details of transaction in Securities of The Peria Karamalai Tea & Produce Company Limited during the financial year _____

| Particulars | Folio Nos./ DP ID Client ID Nos. | Opening Balance As on 31.3. | Add Purchase(s) during the year and price[s] | Less Sales(s) during the year and the price[s] | Closing Balance |
|-----------------------------|----------------------------------|-----------------------------|--|--|-----------------|
| Name of the Insider | | | | | |
| Immediate Relatives* | | | | | |
| Spouse | | | | | |
| Father | | | | | |
| Mother | | | | | |
| Son / Step Son | | | | | |
| Daughter/ Step Daughter | | | | | |
| Brother | | | | | |
| Sister | | | | | |

*who is either dependent financially on me, or consults me in taking decisions relating to trading in securities

(Name of the DP & signature)

Date: