

GROVY INDIA LIMITED

(Formerly known as Grovy Exports and Marketing Limited)

**CODE OF CONDUCT FOR PROHIBITION OF
INSIDER TRADING**

AND

**CODE OF PRACTICES AND PROCEDURES FOR FAIR
DISCLOSURE**

OBJECTIVE

The Objective of this Code is to regulate, monitor and report trading in to the securities of the Company by Designated Employees and other Connected Persons and to achieve the compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 and to also provide for practices and procedures for fair disclosure of unpublished price sensitive information.

APPLICABILITY

The Code shall be applicable to all the Designated Employees of the Company and connected persons.

DEFINITIONS

In this Code, unless the context otherwise requires:

- a) **“Act or SEBI Act”** means the Securities and Exchange Board of India Act, 1992 (15 of 1992)
- b) **“Code” or “Code of Conduct”** means this Code of Conduct for regulating & reporting trading by insiders and for fair disclosure, as modified from time to time by **GROVY INDIA LIMITED**;
- c) **“Compliance Officer”** means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be;
- d) **“Companies Act 2013”** means Companies Act 2013 or the rules made thereunder
- e) **“Company or the Company”** means **GROVY INDIA LIMITED**;
- f) **“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himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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 SEBI; 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 a 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 Employees"** means a person occupying any of the following position in the Company:
 - (a) All Directors
 - (b) Key Managerial Personnel
 - (c) All Executive Directors
 - (f) All Employees working in Finance Department;
 - (g) All employees working in Company Secretariat & Legal Department.
 - (i) Any other key person, who in the opinion of Compliance Officer be covered in the "designated employee";
- i) **"Director"** means a member of the Board of Directors of the Company.
- 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) "Key Managerial Personnel" or "KMP", in relation to a company means:-

(a) The Chairman & Managing Director;

(b) All Whole-time Functional Directors;

(c) Company Secretary; and

(d) Such other officer as may be prescribed under the Companies Act, 2013;

o) "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:

p) "Regulations" mean the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;

q) "Trading day" means a day on which the recognized stock exchanges are open for trading;

r) "Unpublished Price Sensitive Information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily 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, delisting, 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.

s) "Stock Exchange" means Bombay Stock Exchange;

All other words and phrases used in this code but not defined above shall have the same meaning as defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules & regulations made thereunder.

CODE OF CONDUCT FOR INSIDER TRADING

1. COMPLIANCE OFFICER

For the purpose of this code and Regulations the **Company Secretary** of the Company shall act as the Compliance officer of the Company and shall be responsible for the implementation of Insider Trading Regulations or any amendment there to for time being in force and this code of conduct. The Duties of the Compliance officer shall be as follows:

- i. To devise the policies and procedures for the purpose of implementing this code and the Regulations in consultation with the Board of Directors or Audit Committee.
- ii. To ensure the compliance with the policies and procedures referred hereinabove.
- iii. Preservation of UPSI.
- iv. To maintain the record of designated employees for the purpose of Insider Trading Regulations.
- v. To grant pre-trading approvals to the Designated Persons for trading in the Company's Securities by them or their Immediate Relatives and to monitor such trading.
- vi. Determining of closing and reopening of Trading Window

Compliance officer shall designate an officer of the Company who shall act as Compliance Officer in his absence.

The compliance officer shall report to the board of directors in their Every Meeting and in particular, shall provide reports to the Chairman of the Audit Committee, on quarterly basis.

2. UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

PRESERVATION OF PRICE SENSITIVE INFORMATION

All Directors, Employees, connected and designated person shall maintain the confidentiality of UPSI coming in to their knowledge, possession or control and prevent its wrongful dissemination and toward this they shall adopt following measures:

- Not communicating the UPSI to any person in any manner except it is required under law or necessary for the purpose of carrying out his or her duty or legal obligation.
- Not Discussing the UPSI in public place
- Files containing UPSI whether in electronic form or otherwise shall be kept secure and accessible to only authorized person.

- **Need to know principle** shall be followed which means the UPSI shall be disclosed only to person who need to know the same for the purpose of discharge or performance of their legal obligations.

CHINESE WALL POLICY:

CHINESE WALL POLICY has been in the Company to preserve UPSI and prevent its wrongful dissemination. This policy separates inside area from public area. The Departments which on continue basis have access to the UPSI are considered as “**Insider Areas**” and the departments which deals with sales marketing and provide other support services are considered as the “**public areas**”. In accordance with the said policy the Employees in inside areas are not allowed to communicate any UPSI to any person in public area except in exceptional cases where need to know principle is to be followed. The departments may be physically separated by the Compliance officer in order to implement Chinese wall policy.

3. TRADING RESTRICTIONS

No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information.

I. TRADING WINDOW

A. CLOSURE

Trading in Securities of the Company shall be closed for the Designated Persons when the Compliance Officer determines that a Designated Person or class of Designated Persons are reasonably expected to have UPSI, including for the following purposes-

- i. Declaration of Dividend
- ii. Declaration of Financial Results
- iii. Change in capital structures
- iv. Merger, amalgamation, Demerger, takeover, acquisitions, business expansion plan etc.
- v. Change in Key Managerial Personnel
- vi. Other material events in accordance with listing agreement.

In case of financial results the trading window shall be closed 15 days prior to the date of the Board Meeting for declaration of Quarterly results and 30 days prior to the date of Board Meeting for Declaration of Annual Results.

In all other cases except other material events in accordance with the listing agreement, trading window shall be closed 7 days prior to the date of Meeting of the Board of Directors held for the purpose of considering and approving the matter in question.

In case of any other material events in accordance with the listing agreement trading window shall remain close for such time period as may be determined by the Compliance Officer.

However if the circumstances so required the time for closing the window may be increased or decreased with the approval of Compliance Officer and Chairman of the Board.

B. REOPENING

The Trading Window shall be opened 48 (Forty-Eight) hours after the information referred to above becomes generally available.

C. NO TRADING IN SECURITIES OF THE COMPANY WHEN TRADING WINDOW IS CLOSED

All the Designated Persons shall strictly conduct all their Trading in the Securities of the Company only when the Trading Window is open and no Designated Person or their Immediate Relatives shall trade in the Securities of the Company during the period the Trading Window is closed. The trading window restrictions 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.

II. PRE-CLEARANCE OF TRADE

- a) All designated employees and their immediate relatives shall obtain the pre-clearance from the Compliance Officer if they intend to trade in to the securities of the Company quantum of which exceeds 10000 (Ten Thousand) in numbers by way of making application. *However the Compliance officer shall submit his application for the purpose of obtaining pre-clearance of the trade to the to the Chief Financial Officer of the Company.* The application for the approval of proposed trade shall be complete in all respect and shall be in **form annexed as Annexure I.**
- b) The approval of the Pre clearance trade shall be accorded in **form annexed as Annexure II.**
- c) All Designated Employees and their immediate relatives shall execute their order in respect of securities of the company within seven trading days after the approval of pre-clearance is given. If the order is not executed within the aforementioned specified period, the Designated Employee must pre-clear the transaction again. The confirmation of the execution of Trade in respect of which approval has been obtained shall be furnished in **form annexed as Annexure III.**
- d) No Designated Employee or his/ her immediate relative shall apply for pre-clearance of any proposed trade when the trading window is closed or if he/ she is in possession of unpublished price sensitive information and shall file a declaration to the effect that applicant is not in possession of UPSI while obtaining approval for proposed trade.

- e) All Designated Employees who buy or sell any number of shares of the company shall not execute a contra trade i.e. sell or buy any number of shares during the next six months following the prior transaction. However the Compliance Officer may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the regulations and such trade shall not be executed when designated persons is in possession of UPSI.
- f) If Designated Persons execute an opposite transaction, inadvertently or otherwise, in violation of the restrictions set out above, 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 SEBI Act, 1992.

III. TRADING PLAN

The designated person is entitled to formulate trading plan in accordance with the regulations for the approval Compliance officer. The Compliance shall approve the trading plan only if it is in accordance with the regulations and does not violate or circumvent the regulations and upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

4. REPORTING & DISCLOSURES REQUIREMENTS

- I. Every Promoter, key managerial personnel, Director and Designated Person of the Company shall disclose their holding, and the holding of their Immediate Relatives and of any other person for whom such person takes trading decisions, of the Company's Securities to the Compliance Officer within 30 (thirty) days of the Regulations taking effect (i.e., by June 13, 2015) or forthwith on being identified as a Designated Person, as the case may be, in **form A**.
- II. Every person on appointment as a key managerial personnel or a Director of the Company or upon becoming a Promoter of the Company or on being identified as a Designated Person shall disclose their holding, and the holding of their Immediate Relatives and of any other person for whom such person takes trading decisions, of the Company's Securities as on the date of appointment or becoming a Promoter, to the Company within 7 (seven) days of such appointment or becoming a Promoter or on being identified as a Designated Person, as the case may be, in **Form B**.
- III. Every Promoter, Director and Employee of the Company shall disclose to the Compliance Officer the number of such Securities of the Company acquired or disposed by them or their Immediate Relatives and by any other person for whom such person takes trading decisions, within 2 (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 or such other value as may be specified in **form C**. The Company shall notify the particulars of such trading to the stock exchange on which its Securities are listed within 2 (two) Trading Days of receipt of disclosure or from becoming aware of such information.

- IV. The Compliance Officer shall maintain records of all the disclosures/ declarations/undertakings/ forms as mentioned in this Code, as received from time to time, for a period of five years.
- V. 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.

5. PENALTY FOR CONTRAVENTION

All Designated Employees and Connected Persons who trades in securities or communicates any information for trading in securities in contravention of the code of conduct may be penalized and appropriate action may be taken by the Company.

All Designated Employees who violate this Code of Conduct shall also be subject to disciplinary action by the company, which may include wage, salary freeze, suspension, withholding of promotions etc.

The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations. In case it is observed by the Company and/or Compliance Officer that there has been violation of the Regulations, SEBI shall be informed by the Company.

CODE OF FAIR PRACTICES AND DISCLOSURES

With an objective to achieve the prompt public disclosure of price sensitive information that would impact price discovery so as to make such information generally available and uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure the Company has adopted CODE OF FAIR PRACTICES AND DISCLOSURES.

1. The **Chief Financial Officer** shall act as the Chief Investor relation officer and shall be responsible for the following:
 - i. The Chief Investor relation Officer shall devise process and procedures for disclosure and dissemination of unpublished price sensitive information so as to make it generally available.
 - ii. The Chief Investor Relations Officer shall ensure that information shared with analysts and research personnel is not UPSI. The Chief Investor Relations Officer shall be responsible for overseeing and coordinating disclosure of UPSI to analysts, shareholders and media, and educating Employees on disclosure policies and procedures.
 - iii. The Chief Investor Relations Officer shall report to the Board of Directors.
2. It shall be ensured that all UPSI shall be handled within the Company on a need-to-know basis and shall not be communicated, provided or allowed access to, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
3. The information filed by the Company with the Stock Exchanges under the Stock Exchange Listing Agreement shall also be posted on the Company's website.
4. The Company will also promptly intimate any amendment to this Code of Corporate Disclosure Practices to the Stock Exchanges, as required under the Regulations.
5. The Chief Investment Relations Officer shall ensure appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities/stock exchanges in consultation with Head of the concerned department to which the news report/market rumour pertains.

Annexures:

Annexure I: FORM FOR OBTAINING PRE-TRADE APPROVAL

Annexure II: FORM FOR APPROVAL OF PRE-CLEARANCE TRADE

Annexure III: FORM FOR CONFIRMING APPROVED TRADE

Formats for Disclosures:

FORM A

FORM B

FORM C

Annexure I

PRE-TRADE APPROVAL - APPLICATION FORM

(See para a of sub clause (ii) of clause 3 of the code of conduct for Prohibition of Insider Trading)

To
The Compliance Officer
Grovv India Limited
(Formerly known as "Grovv Exports and Marketing Limited")
131, Moti Bazar,
Chandni Chowk, Delhi 110006

Sub: Approval for pre-clearance of trade

I, _____, the _____ undersigned
_____ of the Company holding _____ Equity
Shares (including Shares held by my immediate relatives) intend to deal in the Equity
Shares of the Company exceeding the threshold limit as provided under the Code of
Conduct to Regulate, Monitor and Reporting of Trading by Insiders.

I have a demat account with _____. My DP ID and client ID
is _____. I want to buy / sell _____ Equity Shares
of Grovv India Limited.

I hereby declare and confirm that:

- a. I do not possess any "Unpublished Price Sensitive Information" in relation to the Securities of Grovv India Limited.
- b. In the event that I have access to or receive Unpublished Price Sensitive Information after signing of this undertaking but before the execution of the transaction for which I have sought pre-clearance, I shall inform the Compliance Officer of Grovv India Limited, about the change in my position and that I would refrain from trading in the Securities so pre-cleared, till the time such information becomes generally available to the public.
- c. That I have not contravened the Code of Conduct to Regulate, Monitor and Report trading by Insiders as notified by Grovv India Limited from time to time.
- d. That I have made a full and true disclosure in the matter.
- e. I hereby declare that I shall execute my order in respect of securities of Grovv India Limited within seven trading days from the date of approval of by Compliance officer as sought above. If the order is not executed within seven trading days after getting approval, I shall obtain pre-clearance for the transaction again.

You are requested to approve proposed trading in securities of Grovv India Limited.

Yours faithfully,

Signature:
Name:
Designation:

Date:
Place:

Annexure II

FORM FOR GRANTING PRE-CLEARANCE APPROVAL

(See para b of sub clause (ii) of clause 3 of the code of conduct for Prohibition of Insider Trading)

To,

Name: _____

Designation: _____

Place: _____

This is to inform you that your request for trading in _____ (numbers) of shares of Grovy India Limited as mentioned in your application dated _____ is approved.

Please note that the said transaction must be completed on or before _____, i.e. within seven trading days from date of approval and pursuant to clause 3(d) of the Insider Code, you shall not enter in to the contra trade within the 6 months of such trade.

In case you do not execute the approved Trade 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.

Yours faithfully

For Grovy India Limited
(Formerly Known as *Grovy Exports and Marketing Limited*)

Compliance Officer

Date: _____

Place: _____

Annexure III

FORM FOR CONFIRMATION OF EXECUTION OF PRE CLEARED TRADE
(See para c of sub clause (ii) of clause 3 of the code of conduct for Prohibition of Insider Trading)

To

The Compliance Officer
Grovv India Limited
(Formerly Known as Grovv Exports and Marketing Limited)
131, Moti Bazar,
Chandni Chowk, Delhi-110006

I hereby confirm that the Trade for which Pre-clearance approval was granted on _____ has been executed and completed on _____ to buying / selling _____ (numbers) securities of the Company and I shall not enter in to the contra trade within the 6 months of such trade.

Signature:

Name:

Designation:

Date: _____

Place: _____

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 COMPANY**ISIN OF 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 No. | 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 |
| | | | | | | | | |

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

Name
 Designation

Date:
 Place:

FORM BSecurities and Exchange Board of India (Prohibition of Insider Trading) Regulations,
2015**[Regulation 7 (1) (b) read with Regulation 6(2)]****NAME OF
COMPANY****ISIN OF
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 No. | 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 Share holding | 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 |
| | | | | | | | | | |

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

Name of Person
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 COMPANY

ISIN OF 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 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) | |
| | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | |

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

Signature of Person

Name of Person

Designation

Date:

Place: