



WINDSOR MACHINES LIMITED

[CIN: L99999MH1963PLC012642]

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[TO REGULATE, MONITOR AND REPORT TRADING BY
DESIGNATED PERSONS]

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015

Approved on:

REGISTERED OFFICE:
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1. PREAMBLE

Trading in a Company's listed securities by any person based on certain inside information that is not generally available to the public, which can materially affect the securities price upon coming into public domain is known as 'insider trading'. Such insider trading may also distort price of the securities on the stock exchanges and the investor who does not have access to such insider information is placed at a great disadvantage. Needless to mention, this kind of profiteering by insiders, misusing confidential information available to them by virtue of their position or connection with the Company, erodes investors' confidence in the integrity of the management of the Company and is not only unethical and immoral but indeed illegal and can attract criminal liability.

Securities and Exchange Board of India has notified the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the SEBI (PIT) Regulations), which came into force on 15th May, 2015 and governs the law relating to insider trading in India.

2. OBJECTIVE

Preventing insider trading is necessary to comply with securities law and to preserve the reputation and integrity of Windsor Machines Limited (the "Company") and all persons associated with it. "Insider Trading" may occur when any person subscribes, buys, sells, deals, or agrees to subscribe, buy, sell, deal in any securities and trades while in possession of inside information relating to the Securities of the Company or securities that are listed or proposed to be listed. As explained later in the Code, "Inside Information" is information relating to a company that is listed or proposed to be listed or its securities which is considered to be both "price sensitive" and "not generally available". Insider Trading is an offence punishable under extant laws in India. Insider Trading is prohibited and could result in serious sanctions, including dismissal from the employment of the Company of the concerned persons.

This Code has been formulated to regulate, monitor and report trading by the Designated Persons to comply with **the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**, as amended from time to time. The Code is prescribed to ensure that the Designated Persons do not trade in the Securities of the Company when in possession of UPSI, and to prevent any speculative dealings, knowingly or unknowingly, by the Designated Persons.

The Company has no tolerance for any form of Insider Trading or similar unlawful security related trade practices.

3. APPLICABILITY

This Code shall be applicable to and binding on all the Designated Persons for trading in securities of the Company.

This **“Code of Conduct to regulate, monitor and report trading by Designated Persons in listed or proposed to be listed Securities of Windsor Machines Limited.”**

REFERENCES:

This Code should be referred to in conjunction, amongst others, with the following:

- SEBI (Prohibition of Insider Trading) Regulations 2015, as amended from time to time;
- Applicable provisions of Companies Act, 2013 as amended from time to time;
- Company’s Code of Business Conduct & Ethics;

INTERPRETATION:

Words and expressions not defined in this Policy shall have the same meaning as contained in the SEBI (Prohibition of Insider Trading) Regulations, 2015 (SEBI PIT Regulations), Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder.

This Code is applicable to all Designated Persons. Every Insider must review this code. Questions regarding this Code should be directed to the Compliance Officer at email Id: cs@windsormachines.com

4. DEFINITIONS AND INTERPRETATIONS

4.1 "Act" means the Securities and Exchange Board of India Act, 1992 as amended from time to time.

4.2 "Board" means Board of Directors of the Company.

4.3 "Company" means Windsor Machines Limited

4.4 "Compliance Officer" means the Company Secretary of the Company or any senior officer of the Company as designated by the Board of Directors of the Company in accordance with provisions of the SEBI (PIT) Regulations

4.5 "INSIDER" means any person who shall have the meaning ascribed to such term in the SEBI PIT Regulations:

- i) a connected person; or
- ii) in possession of or having access to unpublished price sensitive information;

4.6 **“Designated Persons”** means

- (a) members of the Board of Directors and Key Managerial Personnel of the Company and its subsidiaries, if any;
- (b) Employees of the Company and its subsidiaries, if any:
 - i. In Job Band ____ and above;
 - ii. All the departments which have access to unpublished price sensitive information, such as Finance, Accounts, Audit, Taxation, Corporate Communication/Investor Relation, Corporate Finance Division, Legal and Secretarial functions of the Company, irrespective of their grade;
 - iii. any other employee designated by the Compliance Officer, either for a specific period of time or for an indefinite period of time, based on such person's role, function, designation and seniority;
 - iv. Any support staff, whether to the above function or not, who have access to unpublished price sensitive information;
- (c) All promoters and members of promoter group;
- (d) Insiders of Windsor Machines Limited having access to unpublished price sensitive information related to the Company, such as Business Heads/Directors and persons identified by them having access to unpublished price sensitive information relating to the Company;
- (e) Fiduciaries such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising the Company or have assisted or advised the Company in last six months;
- (f) Any other Insider, as the Compliance Officer deems fit and should be subject to this Code;
- (g) Immediate Relatives of all the designated persons specified in (a) to (g) above.

4.7 **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis.

4.8 **“Immediate Relatives”** means 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 of the Company.

NOTE: If spouse is financially independent and doesn't consult an Insider while taking trading decisions, the spouse won't be exempted from the definition of immediate relative. A spouse is presumed to be an “Immediate Relative”, unless rebutted so.

4.9 "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 a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

- 4.10 **“Need -to Know”** The Designated Persons who are privy to Unpublished Price Sensitive Information, shall handle the same strictly on a “Need to Know” basis. This means the Unpublished Price Sensitive Information shall be disclosed only to those persons who need to know the same in furtherance of a legitimate purpose, the course of performance or discharge of their duty and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.
- 4.11 **“Promoter”** shall have the meaning as specified under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) or any modification thereof.
- 4.12 **“Promoter Group”** shall have the meaning as specified under the ICDR Regulations or any modification thereof.
- 4.13 **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof and includes securities such as shares, Scrips, Stocks, Bonds, Derivatives, Debentures, Debenture Stock of the Company, which are listed on the stock exchange.
- 4.14 **“Trading”** means subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in any securities any includes activities based on Unpublished Price Sensitive Information which are strictly not buying, selling or subscribing, such as pledging etc. when in possession of Unpublished Price Sensitive Information.
- 4.15 **“Trading Day”** means a day on which the recognized stock exchanges are open for trading.
- 4.16 **“Trading in Securities”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, including pledge of shares and the term "trade" shall be construed accordingly.

For the avoidance of any doubt, it may be noted that dealings by a nominee on behalf of the Designated Person or dealings between Designated Persons or off-market dealings or transfers without consideration shall be construed as trading for the purposes of this Code.

- 4.17 **“Trading Window”** means the period other than the Restricted / Shut Period.

4.18 **“Unpublished Price Sensitive Information” (“UPSI”)** means any information, relating to the 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:

- o financial results;
- o dividends;
- o change in capital structure;
- o mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions of an amount involving more than 20% of the networth of the Company as on the date of last audited financials;
- o change in key managerial personnel.
- o material events in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

Save and except the terms defined herein above, all the other terms used but not defined shall have meaning ascribed to them under the SEBI (PIT) Regulation, Companies Act, 2013, the SEBI Act, the Securities Contract Regulation Act, SEBI (ICDR) Regulation, etc.

5. COMPLIANCE OFFICER

The Board of Directors by resolution dated 22nd April, 2015 has appointed Company Secretary of the Company as the Compliance Officer for the purpose of this Code. The Compliance Officer shall be responsible for compliance of policies, procedures, monitoring adherence to the rules for the preservation of UPSI, pre-clearance of trades of Designated Persons, monitoring of trades and the implementation of the Code under the overall supervision of the Board of Directors of the Company.

The Compliance Officer shall maintain a record of the designated persons and any changes therein, in accordance with the provisions of the SEBI (PIT) Regulations.

DUTIES OF COMPLIANCE OFFICER & REPORTING MECHANISM

- The Compliance Officer shall, under the supervision of the Board and the Committee, be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of Trades as per the Code and implementation of the Code, maintaining records of the Designated Persons (and their Immediate Relatives) and any changes made in the list of Designated Persons (and their Immediate Relatives) and providing guidance and clarifications sought regarding the SEBI Regulations and the Code;

- The Compliance Officer shall submit such reports to the Board and in particular, Audit Committee of the Board, including reports in relation to Trading by Designated Persons, every quarter, to enable them to review compliance with the provisions of this Code and SEBI Regulations and to verify that the systems for internal controls are adequate and are operating effectively;
- The Compliance Officer shall maintain records of all the declarations/ disclosures given by the Designated Persons, for a minimum period of five years.
- The Compliance Officer shall be authorised to make necessary disclosures with the Stock Exchanges and other relevant statutory authorities in compliance with the SEBI Regulations.
- The Compliance Officer shall ensure uniform and universal dissemination of UPSI to avoid selective disclosure.
- Prior to approving any Trades, the Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any UPSI. He/She shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- The Compliance Officer shall discharge other functions and duties as prescribed in the Code or the SEBI Regulations.

6. COMMUNICATION AND RESTRICTION ON TRADING

A. Designated Person:

- i. Shall handle the UPSI only on 'need to know basis' and shall at all-times maintain confidentiality of UPSI known to him.
- ii. Should not trade in the Securities of the Company at any time while he/she/it is in possession of any UPSI, save and except trades executed pursuant to the Trading Plan as approved by the Compliance Officer in accordance with clause 13 of this Code.

Any person with whom information is shared in furtherance of legitimate purpose, shall be considered as Insider and shall abide by the terms of this Code and those stipulated under the SEBI (PIT) Regulations.

Any information required to be shared arising out of legal obligations, should be undertaken only in consultation with the Compliance Officer, General Counsel and Senior Management of the Company. the Compliance Officer shall ensure that necessary internal controls are in place to protect the personal information of Designated Persons (natural person) under applicable Data Protections Laws.

In addition, one shall not trade in the securities of any other listed company with whom the officers of the Company are in discussions with in relation to any proposed acquisition/sale/any corporate action, which is not generally known to the public and you are privy or have access to such information on account of your relationship with the Company.

7. **CHINESE WALL PROCEDURE**

To prevent misuse of UPSI, the Company will endeavor to separate those departments which routinely have access to UPSI, considered “inside areas” from those departments which are considered “**public areas**”.

Within inside areas, the information shall be shared only on ‘**need-to-know**’ basis.

Any person, who needs access to inside areas shall first seek a prior approval of his departmental head and also give reasons for seeking entry into the inside areas.

Any information shared for “**legitimate purpose**” as defined in the Code shall not be construed as “**crossing the wall**” under this Code.

8. **TRADING PERIOD**

Other than the period(s) for which the Trading Window is closed as prescribed hereunder, the same shall remain open for Trading in the Securities of the Company.

Unless otherwise specified by the Compliance Officer, the Trading Window for 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 access to UPSI, including for the following purposes-

- a. declaration of financial results,
- b. declaration of dividends,
- c. change in capital structure,
- d. Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions of an amount involving more than 20% of the networth of the Company as on the date of last audited financials and
- e. changes in key managerial personnel,

RESTRICTED/ SHUT PERIOD

In respect of announcement of Quarterly/ Half Yearly/ Yearly Financial Results by the Company, Restricted/Shut Period would commence from 1st of the month subsequent to close of the respective quarter/half year/ year and such restriction shall remain in force until 48 hours after the announcement of Financial Results by the Board of Directors of the Company.

In relation to matters referred to in (c) & (d) above, the Managing Director/ Chief Executive Officer/Senior Leader of Windsor Machines Limited shall well before initiation of such activity/ project, form a core team of Persons who would work on such assignment. The Managing Director/ Chief Executive Officer/Senior Leader of WINDSOR MACHINES LIMITED shall also designate a senior employee who would be in-charge of the project. Such team members will execute an undertaking not to deal in the Securities of the Company till the UPSI regarding the activity / project is made generally available or the activity/project is abandoned and the Trading Window during such period would be regarded as closed for them, save and except trading permitted by the SEBI (PIT) Regulations.

Such core team may share information related to the activity/project with any other person only on a 'need to know' basis for any advice or guidance required from such persons, provided that such persons are made bound by confidentiality or non-disclosure agreement and also undertake to comply with the SEBI (PIT) Regulations.

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

All the Designated Persons shall strictly conduct trading in the Securities of the Company only when the Trading Window is open and no Designated Person shall trade in the Securities of the Company during the period the Trading Window is closed or during any other similar period as may be specified by the Compliance Officer from time-to-time.

Further, an insider, who ceases to be an employee of the Company, shall not trade or indulge in any UPSI for a period of 6 months, from the date of cessation of his employment.

NO TRADING RESTRICTION SHALL APPLY to the events as exempted or clarified by SEBI from time to time.

9. **PRE-CLEARANCE OF TRADE**

All Designated Persons who intend to trade in the Securities of the Company and the cumulative trading, whether in one transaction or a series of transactions in any financial year exceeds Rs. 10 lakhs (market value), should seek pre-clearance for such transactions. These transactions shall take place only in period other than the Restricted/ Shut Period.

10. **PROCEDURE FOR PRE-CLEARANCE OF TRADE**

An "**Application for pre-clearance**" shall have to be made in the enclosed **Form G**, to the Compliance Officer, along with:

- (a) a "Statement of Shareholding at the time of Pre-Clearance" in the enclosed **Form E**; and
- (b) an Undertaking in the enclosed **Form H**.

The Compliance Officer shall seek declarations, prior to approving any trades, to the effect that the applicant for pre-clearance is not in possession of any UPSI.

No Designated Person shall apply for pre-clearance of any proposed trade if he is in possession of UPSI even if the trading window is open.

11. APPROVED BY COMPLIANCE OFFICER

All requests for approval shall be sent to the Compliance Officer of the Company and the Compliance Officer is obliged to respond within 3 (three) working day from the receipt of request for approval. In the absence of any response from the Compliance Officer within 3 (three) working day, the person concerned can proceed with the transaction. However, the requirement of reporting transaction to the Compliance Officer remains.

It must be understood that the pre-clearance is one of the safeguards for avoiding Insider Trading. However, any transaction which fulfils the attributes of Insider Trading even after pre-clearance will not absolve the Designated Person from such liability, nor will make the Company party to such Insider Trading.

12. EXECUTION OF TRANSACTION FOR WHICH PRE-CLEARANCE HAS BEEN SOUGHT

The Designated Person of the Company shall execute the transaction for which pre-clearance has been sought within 7 (seven) trading days after the approval of pre-clearance (both days inclusive).

If the transaction is not executed within 7 (seven) trading days after the approval is given, the concerned Designated Person must get the transaction pre-cleared again.

13. HOLDING PERIOD/ CONTRA TRADE

No Designated Person shall undertake contra trade i.e. enter into an opposite transaction during the next 6 (six) months following the prior transaction.

However, the restriction on contra trade shall not apply to:

- a) Exercise of the Stock Options under the Company's ESOS;
- b) Sale of shares acquired under the Company's ESOS, provided that designated person is not in possession of UPSI at the time of sale;
- c) Buy- back offers, open offers, exit offers, rights issues, follow-on public offers, bonus, etc. of the Company or arising out of legitimate purpose of the Company.

The Designated Person, who wish to execute a contra trade, shall make an “Application for waiver of minimum holding period” in the enclosed **Form F**, to the Compliance Officer of the Company. The Compliance Officer on receipt of such application, is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing, provided that such relaxation does not violate the SEBI (PIT) Regulations.

14. TRADING PLAN

The SEBI (PIT) Regulations envisages the concept of formulation of a “Trading Plan” whereby Insiders, who may be perpetually in possession of UPSI, can plan for trades to be executed in the future in pursuance of a pre-determined trading plan and thus enable them to trade in securities in a compliant manner in accordance with the SEBI(PIT) Regulations.

FORMULATION OF TRADING PLAN

An Insider shall formulate the trading plan subject to compliance with the following provisions:

- a) Commencement of trading under the trading plan shall take place only after six months from public disclosure of the trading plan.
- b) There shall be no trading in the securities of the Company between the period beginning twentieth trading days before the last day of any financial period and second trading day after disclosure of such Financial Results.
- c) The trading plan shall be for a minimum period of twelve months.
- d) There shall be no overlap with any period for which another trading plan is in place.
- e) The trading plan should set-out of the following details:
 - i. Value of trades to be effected or the number of securities to be traded;
 - ii. Nature of the trade i.e. acquisition/disposal;
 - iii. Intervals at or dates on which trades shall be effected.
- f) Trading plan should not entail trading in securities for market abuse.

The Insider shall present the formulated Trading Plan to the Compliance Officer (as per the specimen enclosed) for approval and public disclosure.

The implementation of the trading plan shall not be commenced if any UPSI in possession of the Insider, at the time of formulation of the plan, has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such UPSI becomes generally available information.

15. APPROVAL OF TRADING PLAN BY THE COMPLIANCE OFFICER

The Compliance Officer shall:

- a. review the trading plan to assess whether the plan would have any potential for violation of the SEBI (PIT) Regulations;
- b. seek express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan;
- c. seek declarations from the Insiders that they are not in possession of UPSI or for ensuring that any UPSI in their possession will become generally available before they commence executing his trades.

The trading plan once approved shall be irrevocable and the Insider has to mandatorily implement the plan, without deviating from it or to executing any trade in the securities outside the scope of the trading plan.

The Trading Plan as approved by the Compliance Officer shall be notified to the Stock Exchanges, pursuant to which trades may be carried out on his behalf in accordance with such plan.

No application should be made for pre-clearance of trades during the shut period.

The restriction on contra trade shall not be apply, if such contra trades were part of the Trading Plan, duly approved by the Compliance Officer.

16. DISCLOSURE OF TRADING BY CERTAIN PERSONS

The Company is required to obtain disclosures from certain persons. The Compliance Officer shall maintain the disclosures received under this clause for a period of 8 years from the date of disclosure.

I. Initial Disclosure:

- a. Every promoter, member of the promoter group, Key Managerial Personnel and Director of the Company, shall disclose their holding of securities of the Company and also that of their Immediate Relatives to the Company within 30 days of the SEBI (PIT) Regulations becoming effective, in the enclosed Form A.
- b. Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a promoter or a member of the promoter group, shall disclose their holding of securities of the Company and also that of their Immediate Relatives as on the date of appointment or becoming a Promoter, to the Company within 7 days of such appointment or becoming a Promoter or a member of the promoter group in the enclosed Form B.

II. Continual Disclosure:

- a. Every Designated Person shall disclose to the Company the number of securities acquired or disposed of within 2 (two) trading days of such transaction if the value of securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of 10 (ten) Lakh Rupees, in the enclosed Form C.
- b. The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this clause, provided that trading in derivatives of securities is permitted by any law for the time being in force.
- c. The disclosures to be made under clause (a) above shall include those relating to trading by such person's immediate relatives and by any person for whom such person takes trading decisions.
- d. Every company shall notify the particulars of such trading to the stock exchange on which the securities of the Company are listed within 2 (two) trading days of receipt of the disclosure or from becoming aware of such information.

Notwithstanding the above, the Promoters, Promoters Group, KMP and directors of the Company and its subsidiaries, if any, shall make disclosures to the Company in the enclosed **Form C**, even if the trading is within the abovementioned limits.

17. DISCLOSURE BY DESIGNATED PERSON

I. Annual Disclosure

The Designated Person shall disclose the following information, within 30 days from the end of every Financial Year, to the Company in Annexure II to the Company.:

- a. Name of Immediate Relatives;
- b. Persons with whom such designated person shares a Material Financial Relationship;
- c. Permanent Account Number or any other identifier authorized by law of (a) and (b) above;
- d. Phone, mobile and cell numbers of (a) and (b) above.

EXPLANATION: "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.

II. Continual Disclosure

The Designated Person shall within 15 days disclose to the Compliance Officer, any change to the information as provided under the above clause 17(II), in Annexure II.

18. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING

The Managing Director shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in the Regulations to prevent insider trading.

The internal controls include the following:

- a. all employees who have access to UPSI shall be identified as Designated Persons;
- b. all UPSI shall be identified and its confidentiality shall be maintained as per the requirements of the Code and Regulations;
- c. adequate restrictions shall be placed on communication or procurement of UPSI as required by the Code;
- d. lists of all employees and other persons with whom UPSI is shared shall be maintained in the digital database and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
- e. all other relevant requirements specified under the Code shall be complied with;
- f. periodic process review, on an annual basis shall be conducted by the Internal Audit Team of the Company to evaluate the effectiveness of internal controls in place.

19. REVIEW BY AUDIT COMMITTEE

The Audit Committee of the Company at the beginning of each financial year shall review the compliance of the provision of this Code and the SEBI (PIT) Regulations and also verify the adequacy and effectiveness of the internal controls in place to ensure compliance of the SEBI (PIT) Regulations.

20. REVIEW BY THE BOARD OF DIRECTORS OF THE COMPANY

The Board of Directors of the Company at the beginning of each financial year shall review compliance of this Code and in specific Regulation 9 & 9(A) of the SEBI (PIT) Regulations.

21. ACTUAL OR SUSPENSE LEAK OF UPSI

On becoming aware of actual or suspected leak of UPSI of the Company by any Promoter, Director, Key Managerial Person, Insider, employee, other Designated Person, support staff or any other known or un-know person, the concerned person shall inform to the Compliance Officer who in turn will intimate the Managing Director/CEO of the Company.

The Board, if required may seek help of external agencies or Audit committee of directors and/or senior managers, however chaired by an Independent director to carry out inquiry in relation to leak or suspected leak of UPSI/ potential breach of this Code and/or the SEBI (PIT) Regulations by the suspected Designated Person(s). The Designated Person(s) are expected to co-operate and make themselves available for any inquiries as may be initiated against them, failure to do so shall attract strict disciplinary actions.

Any person who blows the whistle on leakage or suspected leakage of UPSI shall be provided adequate protection in accordance with the Whistle Blower Policy of the Company.

In accordance with the SEBI (PIT) Regulations, protection will be provided by SEBI to persons who voluntarily inform them about any act of insider trading. The salient features of the amended provisions are provided in Exhibit A to the Code.

22. PENALTY FOR CONTRAVENTION OF THE CODE

Failure to comply with this Code is a serious offence and any Designated Person who violates the provisions of this Code shall be liable for one or more penal/disciplinary/remedial action as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as the “Board”).

The Board while deciding the level of sanctions may take into account factors such as knowledge of price sensitive information, level of management responsibility of the individual concerned, numbers of securities transacted, nature of breach, whether the breach occurred as a result of deliberate intent or not.

Notwithstanding the sanctions/disciplinary action the Regulator may take, depending on the severity of breach, the Board may apply one or more of the following sanctions:

- a. Verbal Warning
- b. Written Warning
- c. Monetary Fine equivalent to Rs. 1,00,000 (Rupees One Lakh Only) or two times of the amount of profits made or losses avoided due to the act of insider trading, whichever is higher. The Designated Person shall contribute the said amount towards CSR activities of his/her/its choice but within the domain of the activities as stipulated in Company’s CSR policy.
- d. Internal Action, e.g. suspension, wage freeze (including increment/promotion) change in role, job level/claw back of bonuses/salary paid in the previous years
- e. Employment Termination.

The Board, considering the nature and severity of the breach, and after recording the reasons in writing shall decide to report any such leak/suspected leak of UPSI, breach of the Code by the designated persons and immediate relatives of designated persons and action taken by the Company to SEBI in the format specified by SEBI in this behalf and shall also maintain a database of the violation of code of conduct by the designated persons and immediate relatives of designated persons that entailed appropriate action against them.

The above actions of Company will be without prejudice to any civil or criminal action that the regulatory authorities may initiate against such Designated Person.

23. GENERAL GUIDELINES

- a. Each person shall voluntarily furnish to the Compliance Officer the relevant information in the form of initial disclosure and continual disclosure without any request or reminder.
- b. UPSI known to you or to which you have access to, shall not be divulged to any person to trade on your behalf or on behalf of himself.
- c. All disclosures and all applications for pre-clearance shall be made by the concerned person ONLY to the Compliance Officer of the Company.

24. QUERIES/CONSULTATION

Any person, to whom this Code applies, and who has any doubt as to interpretation of any Clause of the Code, should at all times consult the Compliance Officer. All communications under this Code should be addressed to the Compliance Officer.

25. DISCLAIMER

THIS CODE IS ONLY AN INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. EVERY INSIDER OR DESIGNATED PERSON IS REQUIRED TO FAMILIARISE HIMSELF WITH THE SEBI (PIT) REGULATIONS. UNDER THE SEBI (PIT) REGULATIONS THE ONUS IS ON THE INSIDER TO PROVE HIS INNOCENCE.

PLEASE NOTE THAT IN CASE THE SEBI (PIT) REGULATIONS OR ANY STATUTORY PROVISIONS ARE MORE STRINGENT THAN THOSE CONTAINED IN THE CODE, THE SEBI (PIT) REGULATIONS/ STATUTORY PROVISIONS WILL PREVAIL.

POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UPSI

Background:

SEBI Regulations, in terms of Regulation 9A(5), requires the Board to formulate policies and procedures for inquiry in case of leak/suspected leak of UPSI.

Any inquiry into any actual or suspected leak of UPSI needs to be tailored to the facts and circumstances of each such instance. Given that it is not possible to provide a standard operating procedure applicable while enquiring into each such instance of leak/suspected leak of UPSI, this policy sets out the broad principles that the Board will follow while inquiring into cases of actual or suspected leak of UPSI.

Objective:

- ✓ To strengthen the internal control system to prevent leak of UPSI;
- ✓ To restrict and prohibit the practice of sharing of UPSI, with the un-authorized person, which originates from within the company and which affects the market price of the Company as well as loss of reputation and investors' / financiers' confidence in the company;
- ✓ To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee & Designated Persons with any person, firm, Company or Body Corporate;
- ✓ To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the Securities and Exchange Board of India ("SEBI") promptly;
- ✓ To take disciplinary actions, if deemed fit against any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy, apart from any action that SEBI may initiate/take against the Insider, Employee & Designated Persons.

The Audit Committee shall be the Enquiry Committee which shall be authorized to:-

- ✓ To conduct a preliminary enquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any;
- ✓ To authorize any person, if required, to collect necessary support material;
- ✓ To consider the facts and circumstances and decide / direct on the matter;
- ✓ To decide disciplinary action thereon.

Procedure for inquiry in case of actual/suspected Leak of UPSI:

- ✓ Upon becoming aware of actual or suspected leak of UPSI, including by way of:
 - suo motu, including through its internal monitoring; or;
 - a written complaint and/or email received through the whistle blower mechanism of the Company; or
 - communication received from regulatory authorities,
- ✓ the Committee shall evaluate and determine if the matter merits any enquiry.
- ✓ It is clarified that market rumors, inferences based on media reports, or observations made by analysts, etc. will not be the only determining factors for initiating a preliminary enquiry, and the Committee, have the discretion to decide if a preliminary enquiry is required to be undertaken, in each such case;
- ✓ In the event the Committee so decides, a preliminary inquiry shall be undertaken in case of actual/suspected leak of UPSI. The rationale for the same would be to enable the Committee to establish and take cognizance actual facts and to decide if prima facie there appears to be any violation of securities laws. Based on the findings of the preliminary inquiry, the Committee may decide if a detailed inquiry is required to be undertaken;
- ✓ Based on the determination of the Committee, a detailed inquiry may be launched in order to assess the veracity of the allegations regarding actual/ suspected leak

of UPSI, including through review of the relevant documentation in this regard, as well as conducting interviews, where deemed necessary;

- ✓ While conducting any inquiry into cases of actual/ suspected leak of UPSI, the Committee shall regard to the principles of natural justice. Accordingly, it will accord due opportunity of being heard to the relevant Designated Person / Insider against whom the allegations have been leveled, during the course of inquiry. Further, such persons shall be entitled to make submissions and to lead evidence and depose witnesses etc., in their defence, before the Committee, and the Committee will be required to assess and consider the same before concluding on the matter.

Outcome of the Inquiry

✓ Upon the conclusion of the inquiry and on the basis of the outcome thereof, the Committee shall decide disciplinary action/penalty, if any, to be awarded to the Designated Person/ Insider. The decision of the Committee shall be final and binding.

Disclosure of actual/ suspected leak of UPSI:

✓ The Compliance Officer shall inform SEBI promptly of such leaks, inquiries and the results of such inquiries as per format provided in Annexure VI.

Amendments in Law

Any subsequent amendment/modification in the SEBI Regulations, Companies Act, 2013 and/or the Listing Regulations and/or other applicable laws in this regard shall automatically apply to this Policy.

FORM A

**SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2) - Initial disclosure to the company]**

Name of the company: _____

ISIN of the company: _____

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

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ Promoter Group/ KMP / Directors/ Immediate relative to/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg.-Shares, Warrants, Convertible	No.	
1	2	3	4	5

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

Details of Open Interest (OI) in derivatives of the company held by Promoter, Promoter Group, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

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		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

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

Name & Signature: _____

Designation: _____

Date: _____

Place: _____

FORM B

**SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2) - Disclosure on becoming a
director/KMP/Promoter/ Promoter Group]**

Name of the company: _____

ISIN of the company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or Member of Promoter Group of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN,CIN/DIN & Address with contact nos.	Category of Person (Promoters/ Promoter Group/ KMP / Directors/ immediate relative to/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/ Promoter Group/ appointment of Director/ KMP		% of Shareholding
			Type of security (Foreg. - Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

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

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

Open Interest of the Future contracts held at the time of becoming Promoter/ Member of Promoter Group, appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/ member of Promoter Group/ appointment of Director/KMP		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

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

Name & Signature:
Designation:
Date:
Place:

FORM C

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

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Designated Person of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Designated (Promoters/ Promoter Group/ KMP/ Directors/ Immediate relative to/others etc.	Securities held prior to acquisition/ disposal		Securities acquired/ Disposed			Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of Intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)	
		Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From			To
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

Details of trading in derivatives of the company by Designated Person of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17		19	20	21

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

Name &

Signature:

Designation:

Date:

Place:

FORM D (Indicative format)

SEBI (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3) - Transactions by Other insiders as identified by the company

Details of trading in securities by other insiders as identified by the Company

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition/disposal (on market/public/rights/Preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/Sale/Pledge /Revoke /Invoke)	Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

Details of trading in derivatives by other insiders as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

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

Name:

Signature:

Place:

FORM E

Statement of shareholding at the time of Pre-Clearance

(for all transactions of value exceeding Rs. 10 lakhs (market value), in one transaction or over a series of transactions during the financial year)

To: The Compliance Officer
(Name & address of the Company)

1. Details of Shares held by the Designated persons of the Company*:

Name	No. of Shares held	Nature of transaction for which approval is sought (Sale / Purchase)	No. of shares to be dealt with	Value(Rs.)	Folio No. / Client ID No. & DP ID No.

2. Details of Shares held by Immediate Relatives and/or Persons for whom trading decisions are taken by the designated persons of the Company:

Name	Relation	No. of Shares held	Nature of transaction for which approval is sought (Sale /Purchase)	No. of shares to be dealt with	Value (Rs.)	Folio No. / Client ID No. & DP ID No.

Name & Signature:

Designation:

Division of the Company:

***including shares held in Joint Names**

Declaration in the case of Sale

I declare that I have complied with the requirement of the minimum holding period of 6 months in respect of the shares sold

Declaration in the case of Purchase

I declare that I have not sold any shares of the Company during 6 months prior to the date hereof

Date of Disclosure

FORM F

Application for waiver of minimum holding period

<p>To, The Compliance Officer (NAME & ADDRESS OF THE COMPANY)</p>	<p>FROM: Name, Designation & Address of the Applicant</p>
--	--

Date: _____

Dear Sir,

Through His / Her Division/Department Head

I request you to grant me waiver of the minimum holding period of 6 months as required under the Code of prohibition of Insider Trading with respect to shares of the Company held by me _____ (name of relative) singly/jointly acquired by me on _____ (date).

I desire to sell said shares on account of (reason to be clearly specified with supporting document viz. Medical certificate, marriage card, etc as applicable).

Thanking You Yours Faithfully,

(Name of the applicant)

Date :

Encl.

a.a.

Name & Signature of the Division Head

PRE-CLEARANCE ORDER

Your request for sale of (nos.) of shares of the Company as mentioned in your above application is approved.

Please note that the said transaction must be completed within 7 trading days from today. Please confirm on completion of the said transaction.

Date:

For, Windsor Machines Limited

Compliance Officer

FORM G

APPLICATION FOR PRE-CLEARANCE

(for all transactions of value exceeding Rs. 10 lakhs (market value) in one transaction or over a series of transactions during the financial year)

<p>To, The Compliance Officer (NAME & ADDRESS OF THE COMPANY)</p>	<p>FROM: Name, Designation & Address of the Applicant</p>
---	---

Dear Sir,

With reference to the Code of the Company, I seek your approval to subscribe to / agree to subscribe to / purchase / sell / deal in _____(nos.) securities of the Company for an amount not exceeding Rs. _____

The statement of shareholding in Form "E" as on _____ and Undertaking in the prescribed format are enclosed for your perusal in this connection.

Date:

Signature:

PRE-CLEARANCE ORDER

This is to inform you that your request for trading in _____ (nos.) of shares of the Company as mentioned in your above application is approved. Please note that the said transaction must be completed within 7 trading days from the date of this pre-clearance order.

Date:

For, Windsor Machines Limited

Compliance Officer

CONFIRMATION OF DEAL

(To be given within 1 working day of the transaction)

To:

The Compliance Officer
(Name & address of the Company)

I confirm that the share trading for which approval was granted on _____ was completed on _____(date) by purchasing / selling/ _____(nos.) of securities of the Company at a value of Rs. _____(Rupees only).

Date:

Signature:

FORM H

**Undertaking to be submitted along with the application for pre-clearance
(for all transactions of value exceeding Rs. 10 lakhs (market value), in one transaction or over
a series of transactions during the financial year)**

To, The Compliance Officer (NAME & ADDRESS OF THE COMPANY)	FROM: Name, Designation & Address of the Applicant
---	---

I, _____ (Name & Designation) residing at _____, am desirous of trading in _____ (nos.) shares / securities of the Company as mentioned in my application dated for pre-clearance of the transaction.

As required by the Code for prohibition of Insider Trading, I hereby state that:

1. neither do I have access to nor do I have any information that could be construed as “Price Sensitive Information” as defined in the Code up to the time of signing this undertaking;
2. In the event that I have access to or receive any information that could be construed as “Unpublished 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.
3. I have not contravened the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended as on date or the Code of Conduct for prohibition of Insider Trading as notified by the Company from time to time.
4. I have made full and true disclosure in the matter.
5. I have following folios with the Company/ Client ID A/c Nos:-

Sr. no.	Name of Holder/Joint Holder	DP ID and Client ID or Folio No.	No. of shares held

Date:

Signature:

TRADING APPROVAL FORM

Date:

To,

The Compliance Officer,

Dear Sir/Madam,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct**, I seek approval to purchase / sale/ etc. _____ (nos.) _____ (securities, For e.g.:equity/preference shares/debentures etc.) 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 Trading Plan is for	a) Purchase of securities b) Sale of securities
6.	Proposed dates of trading in securities	
7.	Value or number of securities proposed to be acquired/sold	
8.	Whether the proposed transaction will be through stock exchange or off-market deal	
9.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the form of Undertaking signed by me.

Approved or Disapproved

Date of Approval: _____

Signature: _____ Name: _____

Compliance Officer Approval _____

Date of Approval _____ Effective Date to commence Trading _____

(The approval is subject to the following conditions, as specified in the Annexure)

Annexure

- I. Trading Plan should be submitted for a minimum period of 12 months.
- II. No overlapping plan shall be submitted with the existing submitted plan by the Insider.
- III. Trading shall commence after 6 months from the public disclosure of the plan by compliance officer.
- IV. No trading shall be undertaken between period from 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.
- V. 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. (Except in few cases like where insider is in possession of price sensitive information at the time of formulation of the plan and such information has not become generally available at the time of the commencement of implementation).
- VI. Any transaction which is falling within the provisions of Insider Trading even after the approval is granted shall not absolve the Insider from liability under the SEBI (Prohibition of Insider Trading), 2015 and the Company shall not be held liable nor will be recognised as party to such Insider Trading.
- VII. Implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer of the company shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid a violation of SEBI (Prohibition of Insider Trading), 2015.

EXPRESS UNDERTAKING

In relation to the above transaction, I undertake that:

I, _____, _____ of the Company residing _____ at _____, am desirous of trading in securities of the Company as mentioned in my application dated _____ for trading plan.

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 "**Unpublished 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 trading in the securities of the Company until such information becomes generally available.

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 2 days of execution of the transaction. I declare that I have made full and true disclosure in the matter.

Date:

Signature:

* Indicate number of shares/securities

Annexure I

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 14 - One Time disclosure]

Name of the company: _____

ISIN of the company: _____

Details of Designated Person

Category of Designated Person (Promoters/ Promoter Group/KMP / Directors/others/ their immediate relative etc)	Names of all past employers	Name of educational institutions from which graduated

Name & Signature

Designation:

Date :

Place:

Annexure II

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Annual/Continual Disclosure]

Name of the company: _____

ISIN of the company: _____

Details of immediate relative (s) or person sharing Material Financial Relationship with Designated Person

Name of Person who are immediate relative (s) or shares a Material Financial Relationship* with Designated Person	PAN/any other identifier authorized by law and Contact/Mobile No.

***Material Financial Relationship** means where the designated person has given a sum via gift, loan etc, equivalent to 25 percent of his annual income in the last 12 months to another person but shall exclude relationships in which the payment is based on arm’s length transactions.

Name & Signature:

Designation:

Date :

Place:

Annexure III

CODE OF PRACTICE AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. PREAMBLE

It has been our constant endeavor to uniformly share relevant, sufficient and reliable information with all the stakeholders, about the Company. However, in order to promote and protect Company's and stakeholders interest, it sometimes becomes important to share information about the Company, which includes Unpublished Price Sensitive Information ('UPSI'), ahead of it being generally made available, with parties with whom the Company may wish to engage in order to enhance shareholders' value, without sharing the same with the stakeholders at large.

2. OBJECTIVE

This Code lays down the practices and procedures Windsor Machines Limited (the 'Company') would follow in relation to dissemination of UPSI in accordance with the principles as laid down under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('SEBI PIT Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended from time to time.

3. COMPANY'S POLICY ON DETERMINATION OF LEGITIMATE PURPOSE

The term 'Legitimate Purpose' means sharing of information by the Company, in furtherance of the Company's and stakeholders interest, which includes, amongst others, sharing of UPSI with parties during transactions such as takeovers, mergers and acquisitions involving trading in securities, change of control to assess potential investment, sharing of information with service providers with whom the Company has a contractual relationship where such service providers require access to UPSI in order to discharge their commercial obligations or such other transactions as a Committee comprising of Executive Director & CEO of the Company, Chief Executive Officer and Company Secretary as they may deem fit.

The person with whom the UPSI pertaining to the Company or its securities is shared shall be considered as 'Insider' under the SEBI (PIT) Regulations and shall also be required to abide by the Company's internal Code of Conduct prohibiting insider trading, which means they can trade in the securities of the Company only in accordance with Regulations 3 and 4 of the SEBI (PIT) Regulations and the Company's Code of Conduct. In addition to the above, the said Insider would also be bound by the terms of the Confidentiality and Non-Disclosure Agreement executed with the Company.

In the event the Board of Directors ('Board') is of informed opinion that the information with respect to the aforesaid transactions is credible and concrete to be generally made available, it will make a public disclosure of the same through the stock exchange mechanism, where the securities of the Company are listed, followed by a disclosure on its website.

PRACTICES AND PROCEDURES:

The following principles of fair disclosure for the purposes of “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” shall be strictly followed by the Company with immediate effect:

1. The Company shall promptly disclose to the public "unpublished price sensitive information" (UPSI) that would impact price discovery, no sooner than such credible & concrete information comes into being.
2. The Company shall ensure that information shared with analysts and research personnel is not UPSI.
3. The Company shall uniformly & universally disseminate information (UPSI) and avoid selective disclosure.
4. The Company shall promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise, to make such information generally available to all/public.
5. The Company shall render appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities, if any.
6. The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on its official website, in order to ensure official confirmation and documentation of disclosures made.
7. Improvements in investor access to public announcements in addition to release of information to Stock Exchanges.
8. Company has designated the Compliance Officer to oversee corporate disclosure.
9. Compliance Officer will ensure that the Company complies with continuous disclosure requirements. He will co-ordinate disclosure of price sensitive information to Stock Exchanges, Analysts, Shareholders and media which will be approved by him in advance.
10. The Compliance Officer and / or the Chief Executive Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying any news for effectively responding to market gossips/ rumours.
11. The Company will make timely and adequate disclosure of shareholding/changes in ownership/ownership by major shareholders required under the Regulations/SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the Stock Exchanges.
12. The Company shall notify the stock exchanges within two trading days from receipt of the disclosure or from becoming aware of an off-market trade between Insiders who are in possession of UPSI, such off-market trades shall be reported by the Insiders to the Company within two working days.
13. Unanticipated questions may be noted and a considered response given later. If the answer includes price sensitive information, then it should be made generally available before responding.
14. The Company shall handle all UPSI on a need-to-know basis.

LEGITIMATE PURPOSES:

"Legitimate Purposes" shall mean sharing of UPSI in the ordinary course of business by an Insider with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations:

- Designated persons
- Promoters of the Company
- Auditors (Statutory, Internal, Branch, Cost, Secretarial, GST and any other Auditor as applicable)
- Staff Members of the Audit firm/team conducting the Audit
- Collaborators
- Lenders
- Customers
- Suppliers
- Bankers
- Legal Advisors
- Insolvency Professionals
- Consultants
- Partners
- Collaborators
- Merchant bankers
- Credit Rating Agencies
- Registrar & Share Transfer Agent
- Any other advisors/consultants/partners
- Such other person as may be decided by the Authorised Persons from time to time

It is hereby clarified that any person in receipt of UPSI pursuant to a "legitimate purpose" shall also be considered as an "insider" for the purpose of this Code, the Insider Trading Policy and the Regulations and thus such persons shall maintain confidentiality of such UPSI in compliance with this Code, the Insider Trading Policy and the Regulations.

4. LEGAL OBLIGATIONS

Other than the cases as stated above, in furtherance of its legal obligations, the Company may be required to share UPSI with the Regulatory Authorities and/or Persons, in the events such as:

1. While the Company is evaluating various corporate actions, it may have to seek informal opinion/views from the Regulators, seek such approvals or regulatory exemptions, as may necessary to consummate the corporate action;
2. Arising out of legal obligations to report to the various authorities under applicable laws or otherwise;
3. Arising out of legal obligations to undertake compliance of the provisions of law such as Companies Act, 2013, Accounting Standards, Competition Act, etc.;
4. In order to protect the vital interest of the Company during litigation.

The Company while submitting the aforesaid information to the Regulators, although will claim confidentiality over the UPSI shared, however, it would not have visibility nor control over any further dissemination of information by such Regulators.

DIGITAL DATABASE:

The Board of Directors shall ensure that a structured digital database is maintained as per the regulatory requirements.

5. DISSEMINATION OF UPSI AND CHIEF INVESTOR RELATION OFFICER

The Compliance Officer of the Company shall be the Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.

The Company is committed to prompt and fair disclosure of UPSI to all the stakeholders, however in the event there is an accidental or inadvertent disclosure of UPSI by the officers of the Company, the Compliance Office shall forthwith make available the said information.

6. AMENDMENT:

The Board of Directors of the Company, subject to applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Code/Policy with a new Code/Policy.

In any circumstance where the terms of this Code differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

This Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment(s) or re-enactment thereto.

FOOTNOTES:

- This Code is effective from 14th May, 2015 and supersedes the Company's existing Code.
- Words and expression used herein and not defined shall have meaning ascribed to them under the SEBI (PIT) Regulations.
- In the event the terms of this Code differ from any applicable law for the time being in force, the provisions of such applicable law shall take precedence over this Code.

Annexure IV

A. For Projects

Date:

To, [Name of the Company]

Re: Project --- -Confidential Undertaking

Dear Sir(s),

This confidential undertaking (this "Undertaking") is in reference to Project --- vide which WINDSOR MACHINES LIMITED GROUP ("WMLG") is considering ("Transaction"). Being a part of project team, I acknowledge that I have been/ will be provided with confidential information regarding the Transaction by various WMLG entities.

I agree and undertake to treat any information concerning the Transaction, whether furnished before or after the date of this Undertaking, whether written or oral, together with analyses, compilations, studies, report, opinions or other documents, prepared internally or by any agent or adviser, including, without limitation, attorney, accountant, consultant, banker, financial adviser and any representative of relevant WMLG entity, that contain or otherwise reflect any information relating to the Transaction and personally identifiable information of any natural person (collectively referred to as the "Confidential Information"), strictly in accordance with the provisions of this Undertaking.

I hereby agree and undertake that the Confidential Information will be used solely for the purpose of evaluation/facilitating the Transaction and that I will keep such information confidential. I further agree that the Confidential Information that is in written form shall not be copied or reproduced at any time save and except only for the purpose of facilitating the Transaction. I shall promptly advice in writing of any unauthorized use or disclosure of Confidential Information of which I become aware and shall provide reasonable assistance to bring about the cessation to such unauthorized use or disclosure.

In addition, without the other person being subject to similar confidentiality undertaking, I will not, disclose to that person (a) that the Confidential Information has been made available to me, (b) that discussions or negotiations are taking place concerning the Transaction or my participation in the Transaction, or (c) any terms, conditions or other facts with respect to Transaction, including the status thereof.

All Confidential Information disclosed to me by or on behalf of the relevant WMLG entity shall be and shall remain the property of the relevant WMLG entity and be returned back along with including all copies made of the same, as and when requested. Any Confidential Information that is not returned shall remain subject to the confidentiality obligations set forth in this Undertaking.

I also acknowledge that the Confidential Information disclosed to me is/could be unpublished price sensitive information and any unauthorized disclosure by me will have an impact on the Transaction and the valuation of the Transaction. As on date of this Undertaking, my shareholding in the securities of companies involved in the Transaction is as under:

Name of the Company	Quantity of shares with DP ID and Client ID	Self	Immediate Relatives who are either financially dependent on me or consult me in taking their trading decisions	Persons with whom I share material financial relationship ¹

I undertake that unless permitted to do so by a competent authority, I shall not indulge, directly or indirectly, in trading of the securities of the above companies. It is understood and agreed that monetary damages would not be a sufficient remedy for any breach of this Undertaking and the WMLG Companies’ involved in the Transaction shall be entitled to specific performance and injunctive or other equitable relief as a remedy for any such breach.

Further I understand that in addition to the aforesaid actions and without prejudice to any civil or criminal action that the regulatory authorities may initiate against me for leakage of/trading in the securities of the WMLG Companies involved in the Transaction, breach of this Undertaking shall also be construed as a breach of respective WMLG Company’s Code of Conduct Prohibiting Insider Trading and I shall also be subject to disciplinary actions/sanctions as stipulated in the said Code.

This Undertaking is governed by the laws of the India without regard to conflict of laws principles. Any action brought in connection with this Undertaking shall be brought in the courts located in Ahmedabad [change based on your place of operations] alone, and the parties hereto hereby irrevocably consent to the jurisdiction of such courts.

No failure or delay by the WMLG Companies involved in the Transaction in exercising any right hereunder or any partial exercise thereof shall operate as a waiver thereof or preclude any other or further exercise of any right hereunder. The invalidity or unenforceability of any provision of this Undertaking shall not affect the validity or enforceability of any other provisions of this Undertaking, which shall remain in full force and effect.

Yours faithfully,

Name
PAN No.
Company Name
Designation

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.

Annexure V

UNDERTAKING TO BE TAKEN AT THE TIME OF JOINING FROM THE EMPLOYEES

Date:

To,

[Name of the Company]

Re: Annual Undertaking

Dear Sir(s),

Confidentiality Undertaking

I am presently working with the [department] of [name of the company] and I understand and agree that during the course of my duty, I am and I will be privy to certain confidential as well as Unpublished Price Sensitive Information (as defined under the SEBI (Prohibition of Insider Trading Regulation, 2015) relating to various corporate actions/transactions, litigation, strategic initiatives, arbitration, documents, financials etc. of the Company/Aditya Birla Group Companies and also target companies, with whom the Aditya Birla Group Company/Company may be negotiating a proposed transaction (collectively referred as 'Transactions') . This information may not be publicly available and particularly information relating to listed companies and if leaked/or traded upon before the Company announcing them through the stock exchange mechanism, could distort or influence the market value of such security and would also place the investor who does not have access to such insider information at great disadvantage.

I hereby undertake that I shall keep all such information confidential and shall not disclose, divulge it to any third party, except for disclosure on a need to know basis only to such persons who are involved in such Transaction. I also undertake that I will not use this information for any financial gains, by directly trading in stock market or otherwise or through friend, family, immediate relatives, people who consult me for taking their trading decision or who are materially financially dependent on me or through any third party.

I understand and agree that Company can take disciplinary as well as any other legal action against me in case of breach of this undertaking by me. I also understand that if I fail to abide by this undertaking, the Company may suffer irreparable loss to its reputation and I shall be solely responsible for it. This undertaking shall remain valid till I am in employment and also thereafter.

Yours faithfully,

Name
PAN
Company Name
Designation

EXHIBIT - A

Salient Features of the Informant Mechanism as provided under the SEBI (Prohibition of Insider Trading) Regulations, 2015:

- A. **Informant:** An informant means a person voluntarily submitting a form detailing credible, complete and original information relating to an act of insider trading.
- B. **Disclosure of source of information:** The informant would be mandated to disclose the source of original information and to provide an undertaking that such information was not sourced from any person employed with SEBI or any related regulator.
- C. **Office of Informant Protection ('OIP'):** An independent office separate from the investigation and inspection wings or any of the operational departments shall be established by SEBI to devise the policy relating to receipt and registration of the Voluntary Information Disclosure Form ('VIDF') and serve as a medium of exchange between the informant/legal representative and the SEBI.
- D. **Manner of submission of information:** The identity of the informant would be required to be revealed at the time of submission of the VIDF or in case information is submitted anonymously, the VIDF would be required to be submitted through a representative who is a practising advocate.
- E. **Confidentiality of Informant:** The confidentiality regarding the identity of the informant and information provided would be protected through the OIP and maintained throughout as well as during any proceeding initiated by SEBI except where the evidence of the informant is required during such proceedings.
- F. **Obligations of legal representative:** The legal representative would be required to inter alia verify the identity and contact details of the informant and ensure that the identity of the informant along with the original VIDF is kept confidential.
- G. **Processing of Information:** The original Information would be processed by the OIP after establishing the materiality of the information and transferred to the operational department.
- H. **Reporting:** OIP would be required to submit a Report regarding its functioning and working of the informant mechanism on an annual basis to the sSEBI, which shall also be released to the public.
- I. **Hotline:** A hotline would be maintained by the OIP to guide persons to file information as per the regulations but not to register any complaint or information.
- J. **Investor Protection and Education Fund ('IPEF'):** IPEF shall be the designated fund from which the reward would be paid.
- K. **Sharing of Information:** The original information may be shared with an appropriate agency or law enforcement authority within or outside India or a self-regulatory organisation, subject to confidentiality of the informant being maintained.

- L. **Exemption under RTI:** Information provided for the purpose of law enforcement is exempted from disclosure under section 8(1)(g) and 8(1)(h) of the Right to Information Act, 2005. Accordingly, the original information provided by the informant shall be exempted from disclosure.
- M. **Reward:** If the total reward payable is less than or equal to Rupees Ten Crore, the Board may grant the said reward upon the issuance of the final order by the SEBI.
- Provided that in case the total reward payable is more than Rupees Ten Crore, the Board may grant an interim reward not exceeding Rupees One Crore upon the issuance of the final order by the SEBI and the remaining reward amount shall be paid only upon collection or recovery of the monetary sanctions amounting to at least twice the balance reward amount payable.
- N. **Protection against victimization:** Market participants dealing with UPSI would be required to incorporate in their Code of Conduct, suitable provisions to ensure that no employee who files a VIDF is discharged, terminated, demoted, suspended, threatened, harassed, or discriminated against.
- O. **Vexatious or frivolous complaints:** In case the OIP determines that the information submitted is frivolous or vexatious, SEBI may initiate appropriate action against the informant under the securities laws and any other applicable law.
- P. **Amnesty:** While bringing an action against an informant, SEBI may consider the cooperation rendered in determining any enforcement action or settlement application while granting of reward to such informant.

Annexure VI

FORMAT FOR REPORTING ACTUAL OR SUSPECTED LEAK OF UPSI TO THE SEBI

To,
 Securities and Exchange Board of India
 Plot No. C 4-A, G Block,
 Near Bank of India, Bandra Kurla Complex,
 Bandra East, Mumbai - 400 051, Maharashtra.

Ref.: Scrip Code BSE -
 NSE -

Dear Sir / Madam,

Sub: Report of actual or suspected leak of UPSI pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015

Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows;

Name of Offender, if known.	
Name of Organization.	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company. If yes, narration of the same	
Any other information.	

Request you to take the aforementioned on your records.

Thanking you,

Yours faithfully,

FOR WINDSOR MACHINES LIMITED

**COMPANY SECRETARY
 & COMPLIANCE OFFICER**
