

# Policy Manual

## INSIDER TRADING POLICY

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## Insider Trading Policy

### PURPOSE:

We at Jagsonpal Services Limited, are committed to upholding the highest standards of transparency and fairness in its dealing with all stakeholders. It strives to establish strong governance processes that prevent any insider, whether knowingly or unknowingly, from leveraging their position for personal gain or to advantage any third party.

### SCOPE:

This policy applies to all directors, employees, connected persons, immediate relatives, and any other individuals who have access to Unpublished price-sensitive information (UPSI) related to Jagsonpal Services Limited.

### POLICY STATEMENT:

The Insider Trading policy applies to all transactions in the Company's securities, including common stock, options, preferred stock, and any other securities issued by the Company.

### DEFINITIONS:

“Act” means the Securities and Exchange Board of India Act, 1992.

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

“Code” or “Code of Conduct” shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of the Company as amended from time to time.

“Company” means “Jagsonpal Services Limited”

“Compliance Officer” means Company Secretary or such other senior officer, designated so and reporting to the Board of Directors who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the regulations under the overall supervision of the Board of Directors of the Company.

“Connected Person” means:

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himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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

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

“Designated Person(s)” shall include:

- i. Employees of the Company designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors or analogous body;
- ii. Employees of material subsidiaries of the company designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of director;
- iii. All promoters of the company;
- iv. Chief Executive Officer and employees up to two levels below Chief Executive Officer of the Company and its material subsidiaries irrespective of their functional role in the

Company or ability to have access to unpublished price sensitive information; and

v. Any support staff of the Company such as IT staff or secretarial staff who have access to unpublished price sensitive information

vi. Any other person as may be covered under the Act, as may be amended from time to time.

“Director” means a member of the Board of Directors of the Company.

“Employee” means every employee of the company including the directors in the employment of the Company.

“Fiduciaries” refers to professional firms such as auditors, accountancy firms, law firms, analysts, consultants, banks etc., assisting or advising the companies

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

“Immediate Relative” means a spouse of a person, and includes parent, siblings, 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.

“Insider” means any person who,

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

“Key Managerial Personnel (KMP)” means person as defined in Section 2(51) of the Companies Act, 2013.

“Promoter” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

“Promoter Group” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

“Relatives” means a person, as defined in Section 2(77) of the Companies Act, 2013 and any amendments thereto

“Securities” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

“Takeover Regulations” means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

“Trading” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal, Pledge in any securities, and “trade” shall be construed accordingly;

“Trading Day” means a day on which the recognized stock exchanges are open for trading;

“Trading Window” means a trading period for trading in Company’s Securities as specified

by the Company from time to time

“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:

- A. financial results;
- B. dividends;
- C. change in capital structure;
- D. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- E. changes in Key Managerial Personnel (KMP);
- F. Any other event as may be covered as Price Sensitive Information under SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 and any applicable laws, rules and regulations.

“Regulations” shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

“Specified Persons” means the Directors, connected persons, the insiders, the Designated Persons and the promoters and immediate relatives are collectively referred to as Specified Persons.

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

## **DUTIES OF COMPLIANCE OFFICER:**

The Compliance Officer shall report on Insider Trading to the Board of Directors of the Company. Specifically, the Compliance Officer shall submit reports to the Chairperson of the Audit Committee or to the Chairman of the Board of Directors, at a frequency stipulated by the Board of Directors, but not less than once in a year. The Compliance Officer shall provide assistance to all employees in addressing any clarifications concerning the applicable Regulation and Company’s Code of Conduct.

## PRESERVATION OF “PRICE SENSITIVE INFORMATION”:

1. All information shall be handled within the Company on a need-to-know\* basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
2. Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which would:
  - a) entail an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company are of informed opinion that sharing of such information is in the best interests of the Company; or
  - b) not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company are of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for its intended purpose and shall be prohibited from trading in the Company’s securities while in possession of unpublished price sensitive information.

The board of directors or heads of the organization shall ensure that a Structured Digital Database is maintained containing the nature of unpublished price sensitive information, names of such persons who have shared the UPSI along with names of person or entities, as the case may be, with whom information is shared and under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.

Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database

All non-public information directly received by any employee should immediately be reported to the head of the department, who in turn shall inform the Compliance Officer.

Trading when in possession of unpublished price sensitive information:  
No insider shall trade in the equity shares of the Company when in possession of unpublished price sensitive information except as allowed under the Regulation 4(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Limited Access to Confidential Information: Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password. All

unpublished price sensitive information shall be maintained in the Structured Digital Database.

*\*“Need to Know” basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.*

## CHINESE WALL PROCEDURES

The Company shall maintain Chinese Walls to prevent the misuse of UPSI.

Under this framework:

- Departments handling UPSI shall be segregated.
- Access to UPSI shall be restricted to authorized personnel.
- Communication of UPSI between departments shall be strictly on a need-to-know basis.
- Any breach must be reported immediately to the Compliance Officer.

## PRE-CLEARANCE OF TRADES:

All Specified Persons, who intend to deal in the securities of the Company when the trading window is opened and if the dealing in securities exceeds 25000 Equity Shares, should pre-clear the transaction. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed and hence he shall not be allowed to trade. The pre-dealing procedure shall be as stated hereunder:

Trading by designated persons shall be subject to pre-clearance by the compliance officer(s), if the value of the proposed trades is above such thresholds as the board of directors or head(s) of the organization may stipulate.

The compliance officer shall confidentially maintain a list of such securities as a “restricted list” which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.

A. An application shall be made in the prescribed form (Annexure 1) to the Compliance officer indicating the estimated number of securities that the Specified Person intends to deal in, the details as to the depository with which she/he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.

B. A Declaration in the prescribed form (Annexure 2) shall be made to the Company by such Specified Person specifying, inter alia, the following clauses, as may be applicable:

- a) That the employee / director / officer does not have any access or has not received “Price Sensitive Information” up to the time of signing the Declaration.

- b) That in case the Specified Person has access to or receives “Price Sensitive Information” after the signing of the Declaration but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his/her position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
  - c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
  - d) That he/she has made a full and true disclosure in the matter.
- C. All Specified Person shall execute their order in respect of securities of the Company within seven trading days after the approval of pre-clearance in the prescribed form (Annexure 3), failing which fresh pre-clearance would be needed for the trades to be executed.
- D. The Specified Person shall file within 2 (two) working days of the execution of the deal, the details of such deal and in case the transaction is not undertaken, a report to that effect to the Compliance Officer in the prescribed form (Annexure 4).
- E. All Specified Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Specified Persons shall also not take positions in derivative transactions in the shares of the Company at any time.
- F. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act. Provided that this shall not be applicable for trades pursuant to exercise of stock options.
- G. In case of subscription in the primary market (initial public offers), the above-mentioned person shall hold their investments for a minimum period of 30 days.
- H. Provided that the holding period would commence when the securities are actually allotted.
- I. The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

## PREVENTION OF MISUSE OF “UNPUBLISHED PRICE SENSITIVE INFORMATION:

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

### A. TRADING PLAN:

An insider shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure

pursuant to which trades may be carried out on his behalf in accordance with such plan.

**B. TRADING PLAN SHALL:**

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

The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations. However, he/she shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of this plan.

However, pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

However, the trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

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.

Further, the implementation of the trading plan shall not be commenced, if any unpublished price sensitive information in possession of insider at the time of formulation of plan has not become generally available at the time of commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information.

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

**C. TRADING WINDOW**

- a) The trading period, i.e. the trading period of the stock exchanges, called ‘trading window’, is available for trading in the Company’s securities.
- b) The trading window shall be, inter alia, be closed 7 days prior to and up to 48 hours after the information becomes generally available.
- c) When the trading window is closed, the Specified Persons who have not submitted the trading plan shall not trade in the Company’s securities in such period.
- d) All Specified Persons shall conduct all their dealings in the securities of the Company

only in a valid trading window (except for person who have executed trading plans) and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in Point No. (b) above or during any other period as may be specified by the Company from time to time.

e) In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.

The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in company securities.

The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight (48) hours after the information becomes generally available.

The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

## GENERAL PROVISION ON DISCLOSURE OF TRADING BY INSIDERS

The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.

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

Reporting Requirements for transaction in Securities.

A. Initial Disclosure:

a) Every promoter, member of the promoter group, Key Managerial Personnel (KMP) and Director of the Company, within thirty days of this policy taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed form (Annexure 5).

b) Every person on appointment as a Key Managerial Personnel (KMP) or a director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter in the prescribed Form (Annexure 5).

**B. Continual Disclosure:**

Every promoter, member of the promoter group, designated person and director of the Company shall disclose to the Company in the prescribed form (Annexure 6), the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ₹ 10,00,000.

The disclosure shall be made within 2 trading days of:

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

**C. Disclosure by other Connected Person:**

The Company may at its discretion require any other connected person or class of connected persons to make disclosures of holding and trading in securities of the Company in order to monitor the compliance with this Code.

**Disclosure by the Company to the Stock Exchanges**

Within 2 trading days of the receipt of intimation under Clause B– Continual Disclosure, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

**Dissemination of Price Sensitive information**

A. No information shall be passed by Specified Persons by way of making a recommendation for the purchase or sale of securities of the Company.

B. Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

- a) Only public information to be provided.
- b) Simultaneous release of information after every such meet.

**INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING**

The Company shall implement internal controls including:

- identification of employees having access to UPSI
- maintenance of the structured digital database
- monitoring of trading activities
- periodic review by the Audit Committee

- reporting of violations

The Audit Committee shall review compliance with insider trading regulations at least once every financial year.

## PROCEDURE FOR INQUIRY IN CASE OF LEAK OF UPSI

If any **leak or suspected leak of UPSI** occurs:

1. Compliance Officer shall initiate an inquiry.
2. Findings shall be reported to the Audit Committee.
3. Appropriate disciplinary action shall be taken.
4. The matter shall be reported to the regulator where required.

## PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT:

- A. Every Specified Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).
- B. Any Specified Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.
- C. Specified Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.
- D. The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.
- E. The Compliance Officer of the Company shall report to the Board of Directors and the Chairman of the Audit Committee of the Company about the compliance of the Code on quarterly basis.

## POLICY REVIEW:

This Insider Trading policy is subject to periodic review and may be amended as necessary to reflect changes to comply with regulatory requirements and best practices. The management reserves the right to change the policy if and when needed.

## DISCLAIMER:

This policy forms part of the Company's Code of Conduct. The provided information, while authoritative, is restricted to all associated directly & indirectly to Jagsonpal Services Limited. Management has the right to change and modify this policy.

ANNEXURES:

**Annexure 1**

**Application for Pre-Clearance of Trading**

Name: \_\_\_\_\_

Designation: \_\_\_\_\_

Department: \_\_\_\_\_

Number of securities proposed to be traded: \_\_\_\_\_

Nature of trade (Buy / Sell): \_\_\_\_\_

Current shareholding (Yes/No): \_\_\_\_\_

Number of securities holding: \_\_\_\_\_

**Declaration**

I confirm that I am not in possession of any Unpublished Price Sensitive Information.

Signature

Date

## Annexure 2

### Undertaking for Pre-Clearance

I hereby undertake that:

- I do not have access to UPSI
- I will execute the trade within 7 trading days
- I will not undertake a contra trade within six months

Signature

Date

### Annexure 3

#### Pre-Clearance Approval

To,  
[Name]  
[Address]

Your request for trading in securities has been **approved / rejected**.

Approval valid until:

Date:

Compliance Officer

**Annexure 4**

**Trade Confirmation**

Name: \_\_\_\_\_

Date of Trade (dd/mm/yyyy): \_\_\_\_\_

Number of Shares Traded: \_\_\_\_\_

Trade Value: \_\_\_\_\_

Signature

Date

## Annexure 5

### Initial Disclosure of Holdings

Name: \_\_\_\_\_

Designation: \_\_\_\_\_

Securities Held: \_\_\_\_\_

Description of securities: \_\_\_\_\_

Date of execution (dd/mm/yyyy): \_\_\_\_\_

Price paid for acquisition of securities: \_\_\_\_\_

Mode of acquisition of securities: \_\_\_\_\_

Securities have been pledged or any encumbrance has been created: \_\_\_\_\_

Signature

Date

## Annexure 6

### Continual Disclosure of Trading

Name: \_\_\_\_\_

Transaction Type (Buy / Sell): \_\_\_\_\_

Number of Shares: \_\_\_\_\_

Trade Value: \_\_\_\_\_

Description of securities: \_\_\_\_\_

Date of execution/ disposal (dd/mm/yyyy): \_\_\_\_\_

Mode of acquisition/sale of securities: \_\_\_\_\_

Signature

Date

**Annexure 7**

**Annual Disclosure**

Name: \_\_\_\_\_

Designation: \_\_\_\_\_

Securities held as on 31 March of every year: \_\_\_\_\_

Signature

Date