

**CODE OF CONDUCT FOR REGULATING , MONITORING AND REPORTING  
TRADING BY INSIDERS**

**1. Short Title**

This Code of conduct is formulated in line with Schedule-A of Regulation 8(1) and Schedule-B of Regulation 9 (1) of SEBI (Prohibition of Insider Trading) Regulations, 2015. The following Code of Conduct (hereinafter referred to as the “Code”) has been approved by the Board of Directors of the Company.

**2. Objective of the Code and Obligations**

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 The Code shall also provide for practices and procedures for fair disclosure of unpublished price sensitive information.

The Company endeavors to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every Director and other Designated Employee of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the company. No Director and other Designated Employee may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

**3. Applicability**

This Code shall apply to all Designated Employees and Connected Persons as mentioned in this Code.

**4. Definitions**

In this Code, unless the context otherwise requires:

4.1 "SEBI Act" or “Act” means the Securities and Exchange Board of India Act, 1992;

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

4.3 “the Company” means AVT Natural Products Limited (AVTNPL);

4.4 “Code” means this AVTNPL Code of Conduct for regulating & reporting trading by insiders and for fair disclosure, as modified from time to time;

**4.5 “Connected Person” means-**

(a) 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.

(b) 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, -

- i) an immediate relative of connected persons as defined above in 4.5 (a) or
- ii) a holding company or associate company or subsidiary company; or
- iii) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
- iv) an investment company, trustee company, asset management company or an employee or director thereof; or
- v) an official of a stock exchange or of clearing house or corporation; or
- vi) 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
- vii) 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
- viii) an official or an employee of a self-regulatory organization recognised or authorized by SEBI; or
- ix) a banker of the company; or
- x) 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;

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

4.7 “Designated Employees” means a person occupying any of the following position in the Company:

- (a) All Directors ;
- (b) Key Managerial Personnel ;
- (c) All Heads of Finance of Units/Divisions/Regions ;
- (d) All employees in the grade of General Manager and above ;
- (e) All employees in the finance, administration, sales and marketing ;
- (f) All employees working in Secretariat of Directors;
- (i) Any other employee as may be determined and informed by HR Head to the

Compliance officer from time to time.

4.8 "Director" means a member of the Board of Directors of the Company;

4.9 "Generally Available Information" means information that is accessible to the public on a non-discriminatory basis; (Information published on the website of a stock exchange, would ordinarily be considered generally available.)

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

4.11 "Immediate Relative" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;

4.12 "Insider" means any person who is: i) a connected person; or ii) in possession of or having access to unpublished price sensitive information;

4.13 "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.

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

4.15 "Stock Exchange" means National Stock Exchange of India Limited and Bombay Stock Exchange

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

4.17 "Trading Day" means a day on which the recognized stock exchanges are open for trading where securities of the Company are listed;

4.18 "Trading Window" means trading period for trading in the Company's Securities. All days shall be the trading periods except when trading window is closed;

4.19 "Unpublished Price Sensitive Information" or "UPSI" 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, delistings, disposals and expansion of business and such other transactions;

- (e) changes in key managerial personnel; and
- (f) material events in accordance with the listing agreement.

**Compliance Officer may decide any other matter also as Price Sensitive Information;**

All other words and phrases will have the same meaning as defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time. Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules & regulations made thereunder shall have the meanings respectively assigned to them in that legislation.

**CONFIDENTIALITY AND COMMUNICATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

**5. Compliance Officer**

5.1 Mr. Dileepraj. P, Company Secretary shall be the Compliance Officer for the purpose of the Code.

5.2 The Compliance Officer 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 Code of Conduct under the overall supervision of the Board of Directors.

5.3 The Compliance officer shall report on insider trading to the Board of Directors of the Company and in Particular , shall provide reports to the Chairman of the Audit Committee whenever the meeting of the Audit committee is convened or at such intervals as may be decided by the Chairman of the Audit Committee.

5.4 HR Head shall provide a record of Designated Employees to the Compliance Officer at the end of every quarter after incorporating the changes therein and in addition Compliance officer may request the list of designated employees whenever the Compliance Officer desires.

5.5 The Compliance officer shall also collect and maintain a list of person having contractual or fiduciary relation with the company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company or such other persons who may be considered as a connected person under the definition of this Code/regulation.

5.6 The Compliance Officer shall provide any clarifications with regard to the implementation of this Code. The Company Secretary shall assist the Compliance Officer in discharging this function.

5.7 The Compliance Officer in consultation with Chairman shall designate a Senior Official of the Company to act as Compliance officer in his absence.

## **6. Preservation of “Unpublished Price Sensitive Information”**

6.1 All Designated Employees and Connected Persons shall maintain the confidentiality of price sensitive information. All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

6.2 No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

6.3 No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

6.4 Notwithstanding anything contained in the Code, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:-

- (i) entail an obligation to make an open offer under the takeover regulations where the Board of Directors of the company is of informed opinion that the proposed transaction is in the best interests of the company;
- (ii) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available atleast two trading days prior to the proposed transaction being effected in such form as the board of directors may determine.

6.5 For the purpose of the above clause, the parties shall be required to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of Clause 6.4 and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

6.6 For the purpose of prompt public disclosure of UPSI, the Company also adopted the Code of Practice & Procedure for Fair Disclosure of Unpublished Price Sensitive Information.

### **6. 7 Need to Know:**

- i)“need to know” basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such

information will not give rise to a conflict of interest or appearance of misuse of the information.

- ii) All non-public information directly received by any employee should immediately be reported to the head of the department.

#### **6.8 Limited access to confidential information**

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

### **TRADING RESTRICTIONS**

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

#### **7. Prohibition on forward dealings in securities by Director or KMP**

No Director/ Key Managerial Personnel of the company shall buy in the company or in its subsidiary or associate company—

(a) a right to call for delivery or a right to make delivery at a specified price and within a specified time, of a specified number of relevant shares or a specified amount of relevant debentures; or

(b) a right, as he/ she may elect, to call for delivery or to make delivery at a specified price and within a specified time, of a specified number of relevant shares or a specified amount of relevant debentures.

Explanation:- For the purposes of this clause, “relevant shares” and “relevant debentures” mean shares and debentures of the company in which the concerned person is a Whole-time Director or other Key Managerial Personnel or shares and debentures of the subsidiary companies.

#### **8. Trading Window**

8.1 The trading window shall be closed during the time the information referred to in Clause 8.2 becomes generally available.

8.2 The Trading Window shall be inter-alia closed ten (10) days prior to Board meeting for :

- a.) declaration of quarterly/Annual financial results,
- b.) declaration of interim/ final dividend ,
- c.) change in capital structure like issue of securities by way of public/right/bonus, buy-back etc;
- d.) approval of any mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- e.) such period and for any such other material event (in accordance with the listing

agreement) as may be deemed fit by the Compliance Officer;

However if the circumstances so warrants the time for closing the window may be increased or decreased with the approval of Chairman /Managing Director/Manager.

8.3 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 earlier than forty-eight (48) hours after the information becomes generally available.

8.4 All Specified Persons Shall conduct all their trading in the securities of the company only in a valid trading window and shall not trade in company's securities during the periods when trading window is closed, as referred to in clause 8.2 or during any other period as may be specified by the Company from time to time.

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

8.6 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.

8.7 In addition the trading window closure notice shall be placed on the website of the company and intimated to the Stock Exchanges to enable the specified persons to disseminate the information regarding the trading window closure.

## **9. Pre-clearance of Trades**

9.1 All Specified Persons, who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trades is above 50,000 shares or up to Rs. 10 Lakhs (market value) or 1% of total shareholding, whichever is less, should pre-clear the transaction. However, no Specified shall be entitled to apply for pre-clearance of any proposed trade if such Specified 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 hereunder:

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

ii) An undertaking (**Annexure - 2**) shall be executed in favour of the Company by such Specified person incorporating, inter alia, the following clauses, as may be applicable:

(a) That the Specified Person does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.

(b) That in case the Specified Person has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.

(c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.

(d) That he/she has made a full and true disclosure in the matter.

iii) The Compliance officer shall give his Pre- clearance order as prescribed in (**Annexure- 3**).

iv) All Specified Persons shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. The Specified Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed. (**Annexure - 4**).

v) If the order is not executed within seven days after the approval is given, the Specified person must pre-clear the transaction again.

vi) All Specified Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Specified Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

vii) In case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

viii) 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.



## **9.2 Other Restrictions**

- i) 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.
- ii) 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.
- iii) The disclosures made under this Code shall be maintained for a period of five years.

**9.3** It shall be the responsibility of Specified Person to ensure compliance of clauses 9.1 and 9.2 above in case of their immediate relatives also.

## **10. Trading Plans**

10.1 An Insider shall be entitled to formulate a trading plan 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.

10.2 Such trading plan shall:-

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

10.3 Parameters of such Trading Plan may inter-alia provide the following information such as acquisition or disposal of Securities, value of securities or the number of securities to be invested or divested and Specific dates or specific time intervals of transactions.

10.4 The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

10.5 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.

10.6 Provided that the 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 shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading plan, coincides with the date of closure of Trading window announced by the Compliance officer.

10.7 Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

### **REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES**

#### **11. Initial Disclosure**

11.1 Every promoter/ Key Managerial Personnel / Director / Officers / Designated Employees of the Company, within thirty days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in **FORM A** prescribed by SEBI in pursuant to regulation 7(1) (a) read with Regulation 6(2).

11.2 Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter. Such Disclosure shall be in **FORM B** prescribed by SEBI in pursuant to regulation 7(1) (b) read with Regulation 6(2).

#### **12 Continual Disclosures**

12.1 Every promoter, employee and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. Ten lakhs.

The disclosure shall be made within 2 working days of:

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

Note: Disclosure of incremental transactions shall be made when transactions effected after the prior disclosure cross the threshold specified above.

12.2 The Disclosure under Clause 12. 1 shall **be in FORM C** prescribed by SEBI in pursuant to regulation 7(2) read with Regulation 6(2).

12.3 The disclosures to be made by any person under clause 12.1 shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

12. 4 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 purpose of clause 12.1.

12.5 Within 2 days of the receipt of intimation under Clause 12.1, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

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

12.7 The Compliance Officer shall report to the Board of Directors for the purpose of the Code and in particular, shall provide reports to the Chairman of the Audit Committee and to the Chairman of the Board annually.

### **13. Disclosures by other connected persons**

13.1 The Compliance officer on his discretion may require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company in such form and at such frequency as may be determined by the Compliance Officer in order to Monitor compliance with these Regulations/ Code. Such disclosure shall be in **FORM D** prescribed by SEBI in pursuant to Regulation 7(3).

### **14. Dissemination of Price Sensitive Information**

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

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

14.3 The following guidelines shall be followed while dealing with analysts and institutional investors

- Only public information to be provided.
- At least two Company representatives are present at meetings with analysts,

media persons and institutional investors.

- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

### **15. Penalty for Contravention of the Code**

15.1 Every Specified Person shall be individually responsible for complying with the Provisions of the code (including to the extent the provisions hereof are applicable to his/her dependent)

15.2 Any Specified Person who trades in securities or communicates any information for trading in securities in contravention of the code of conduct may be penalized and appropriate action may be taken by the Company.

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

15.4 The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

15.5 In case it is observed by the Company and/or Compliance Officer that there has been violation of the Regulations, SEBI shall be informed by the Company.

### **16. Uploading of Code on AVTNPL Website**

This Code and any amendments thereto shall be available on the website of the Company.  
[www.avtnatural.com](http://www.avtnatural.com)

**AVT NATURAL PRODUCTS LIMITED, CHENNAI**

**ANNEXURE- 1**

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

Date:

To,  
The Compliance Officer,  
AVT Natural Products Limited  
Chennai

Dear Sir,

**Application for Pre-dealing approval in securities of the Company**

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sale / subscription of \_\_\_\_\_ equity shares of the Company as per details given below:

A	Name of the Applicant	
B	Designation, if any	
C	Number of securities held as on date	
D	Folio No./DP ID/ Client ID No.	
E	The Proposal is for	a) Purchase of Securities b) Subscription of Securities c) Sale of Securities
F	Proposed date of dealing in Securities	
G	Estimated number of Securities proposed to be acquired/ Subscriber/ Sold	
H	Price at which the transaction is proposed	
I	Current Market price ( as on date of application)	
J	Whether the proposed transaction will be through stock exchange or off-market deal	
K	Folio No. / DP ID/ Client ID no. where the securities will be credited / debited	

I enclose herewith the undertaking signed by me.

Yours faithfully,

\_\_\_\_\_  
( Signature)

**ANNEXURE -2  
FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE  
APPLICATION FOR PRE-CLEARANCE  
UNDERTAKING**

To,  
AVT Natural Products Limited,  
**Chennai**

I, \_\_\_\_\_, \_\_\_\_\_ of the  
Company residing at \_\_\_\_\_, am  
desirous of dealing in \_\_\_\_\_ \* shares of the Company as mentioned in my  
application dated \_\_\_\_\_ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any  
unpublished Price Sensitive Information (as defined in the Company's Code of  
Conduct for prevention of Insider Trading (the Code) up to the time of signing this  
Undertaking.

In the event that I have access to or received any information that could be  
construed as "Price Sensitive Information" as defined in the Code, after the signing  
of this undertaking but before executing the transaction for which approval is  
sought, I shall inform the Compliance Officer of the same and shall completely  
refrain from dealing in the securities of the Company until such information  
becomes public.

I declare that I have not contravened the provisions of the Code and SEBI ( Prohibition of Insider Trading Regulation) , 2015 from time to time.

I undertake to submit the necessary report within four days of execution of the  
transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of  
approval failing which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

Date :

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

\* Indicate number of shares

**ANNEXURE -3  
FORMAT FOR PRE- CLEARANCE ORDER**

To,

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

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

Place : \_\_\_\_\_

This is to inform you that your request for dealing in \_\_\_\_\_ (nos) shares of the Company as mentioned in your application dated \_\_\_\_\_ is approved. Please note that the said transaction must be completed on or before \_\_\_\_\_ (date) that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company.

Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,

For AVT Natural Products Limited

COMPLIANCE OFFICER

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

Encl: Format for submission of details of transaction

**AVT NATURAL PRODUCTS LIMITED, CHENNAI**

**ANNEXURE-4  
FORMAT FOR DISCLOSURE OF TRANSACTIONS**

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To,  
The Compliance Officer,  
AVT Natural Products Limited,  
**Chennai**

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to \_\_\_\_\_ securities as mentioned below on \_\_\_\_ (date)

Name of the Holder	No. of Securities dealt with	Bought/ Sold/ Subscribed	DP ID/Client ID/ Folio No.	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (*applicable in case of purchase / subscription*).

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

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

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

Name :

Designation:

-



**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 : **AVT NATURAL PRODUCTS LTD.**,  
 ISIN of the Company : INE488D01021

**Details of Securities held by Promoter, 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/ 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 Debentures etc.)	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, 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]**

Name of the Company : **AVT NATURAL PRODUCTS LTD.,**  
 ISIN of the Company : **INE488D01021**

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

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/imm ediate relative to/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding
			Type of security (For eg. – 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 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/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/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 : **AVT NATURAL PRODUCTS LTD.,**  
 ISIN of the Company : **INE488D01021**

**Details of change in holding of Securities of Promoter, Employee or Director 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/ KMP / Director s/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 share holding	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 Promoter, Employee or Director 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)	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:

Designation:

Date:

Place:

**FORM D (Indicative format)**  
**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**Regulation 7(3) – Transactions by Other connected persons as identified by the company**

**Details of trading in securities by other connected persons 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 connected persons 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:

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

The code aims at prompt public disclosure of Unpublished Price Sensitive Information (UPSI) that would impact price discovery so as to make such information generally available. The disclosure shall be done no sooner than credible and concrete information comes into being. The code also covers the practices and procedures for fair disclosure of Unpublished Price Sensitive Information.

1. Uniform and universal dissemination of UPSI shall be ensured to avoid selective disclosure. In case of selective dissemination of UPSI inadvertently or otherwise, it shall be ensured promptly to make such information generally available.

2. The Chief Financial Officer, being the Investor Relation Officer of the Company also serve as the Chief Investor Relations Officer (CIRO) of the Company under this Code to deal with dissemination of information and disclosure of UPSI.

3. CIRO/any other authorized person shall ensure that the information shared with analysts and research personnel is not UPSI and that the principles such as, equality of access to information, calls and meetings with analysts etc. are being followed.

4. CIRO shall ensure development of best practices to make transcripts or records of proceedings of meetings with analysts/other investor relations conferences available on the official website to ensure official confirmation and documentation of disclosures made.

5. The CIRO or any officer authorized by the Chairman/Managing Director/Manager shall be invited to meetings / conferences organized by the Company with the analysts/institutional investors. Apart from CIRO, no person, except those authorized by the Chairman / Managing Director/Manager shall disclose any information relating to the Company's Securities to analysts and institutional investors.

6. In line with the Company practice, the Authorised Person who makes official Communication shall ensure release of all official Press Releases simultaneously to Stock Exchanges and Media with a copy to CIRO. These press releases shall also be posted on the website of the Company.

7. The Authorised Person who makes official Communication shall ensure appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities/stock exchanges in consultation with Head of the concerned department to which the news report/market rumours pertains and the CIRO.

8. Company Secretary shall ensure that disclosures of shareholding pattern as required under Listing Agreement with Stock Exchanges are made in a timely and adequate manner.

9. Company Secretary shall ensure that disclosure with regard to Quarterly & Annual Financial Results, Dividend and Record Date/Book Closure, etc., as required under Listing Agreement with Stock Exchanges are made in a timely and adequate manner.

10 . Appointment of Directors same shall be promptly disclosed to the Stock Exchanges. With regard to other changes in KMP, the same shall be disclosed to the Stock Exchanges on the date of such change taking place. However, trading window shall not be closed in this regard unless Compliance Officer decides otherwise.

11. The Board may, if deemed fit, advice any additional disclosure with respect to decision on any agenda item placed before the Board. Compliance Officer shall ensure prompt disclosure of the same in accordance with Board's directions.

12. Any other material event having bearing on the performance/operations of the Company as well as price sensitive information pertaining to any Specific Function / Division / Unit shall be promptly reported to CIRO by concerned Functional Head or Unit / Division Head. After taking approval of Chairman/Managing Director/Manager shall communicate the same to Stock Exchanges.

13. It shall be ensured that all UPSI shall be handled within the Company on a need-to- know basis and shall not be communicated, provided or allowed access to, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

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