

# **ISGEC HEAVY ENGINEERING LIMITED**



**Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons**  
(Last amended on July 08, 2025)

## **Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons**

*(As per Regulation 9(1) of the Securities and Exchange Board of India*

*(Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) read with Schedule B of the Regulations.)*

*(As approved by Board of Directors)*

### 1. Application:

This Code of Conduct has been prepared by adopting the standards set out in Schedule B of the Regulations in order to regulate, monitor and report trading by Designated Persons and immediate relatives of Designated Persons towards achieving compliance with the Regulations.

### 2. “Designated Persons”

#### 2.1 Meaning:

- (i) Members of the Board of Directors;
- (ii) Promoters of the Company;
- (iii) Managing Director, Chief Financial Officer, Company Secretary, Compliance Officer, and Chief Financial Officer and Company Secretary of the Subsidiary Companies, Associate Companies and Joint Venture Companies;
- (iv) Auditors of the Company;
- (v) All employees of the Central Accounts and Finance, Internal Audit, Secretarial Department and supporting staff working in IT department at A-4, Sector -24, Noida-201301, U.P.;
- (vi) Secretaries/Executive Assistants reporting to the Chairman or the Managing Director/Whole Time Director/Chief Financial Officer/ Company Secretary of the Company;
- (vii) All Business Heads and Unit Heads of the Company and its material subsidiaries;
- (viii) Employees up to two levels below the Managing Director and its material subsidiaries irrespective of their functional role in the company or ability to have access to **Unpublished Price Sensitive Information (UPSI)**;
- (ix) Such other person as may be identified by the Compliance officer;
- (x) Immediate relatives of above Designated Persons shall have the meaning ascribed to such term under Regulation 2(f) of the Regulations; and
- (xi) Relatives of above Designated Persons shall have the meaning ascribed to such term under Regulation 2(hc) of the Regulations.

#### 2.2 Compliances by Designated Persons:

- (i) Designated Persons shall require to disclose Name and PAN or any other identification number like Aadhar card number, passport number (in case of foreigner) of following persons to the Company on an annual basis and as and when the information changes:

- Immediate relatives;
- Persons with whom such designated person(s) shares a material financial relationship;
- Phone number, Mobile Number which are used by them;

“Material financial relationship” shall means a relationship in which one person is a recipient of any kind of payment equivalent to at least 25% of such payer’s annual income during immediately preceding twelve months exclude relationship in which payment made at arm’s length basis.

Designated Persons shall also disclose on a one time basis following information to the Company:

- Name of educational institutions from where designated persons graduated;
  - Name of past employers of designated persons.
- (ii) The Designated Persons, who have possession of **UPSI** on the basis of their duties and responsibilities, as and when require, and then they trade in Securities in contravention to provision of this Code or SEBI regulations, shall be liable for disciplinary actions, including wage freeze, suspensions and recovery claw back, etc., as may be decided by the Board of Directors of the Company.
- (iii) The compliance officer shall report trading in securities of the Company by designated persons and their immediate relatives on quarterly basis to the
- Board of directors, and
  - Chairman of the Audit Committee

### 3. Code of Conduct:

- (i) All the persons covered under the Code shall handle **UPSI** within the organization on need to know basis. They will not communicate this information to any person except in furtherance of their legitimate purposes, performance of duties or discharge of legal obligations. In case of doubt, they will approach the Compliance Officer for permission to communicate the **UPSI**.
- (ii) Designated Persons and their immediate relatives shall not deal in the securities of the company when the Trading Window is closed. Trading window is the period during which the persons covered under the Code cannot deal in securities of the Company. The Trading Window shall be closed for such period as may be determined by the Compliance Officer, when designated persons or classes of designated persons can reasonably be expected to have access to Unpublished Price Sensitive Information (UPSI) relating to events other than financial results.

Trading Window shall however be closed from the end of every quarter till 48 hours after the declaration of financial results, in accordance with the provisions of the Regulations.

- (iii) The covered persons can trade when the Trading Window is open with the pre-clearance from the Compliance Officer. The pre-clearance will be given by the Compliance Officer on receipt of prior declaration from applicant to the effect that the applicant is not in possession of any **UPSI**, accordingly complete details regarding transaction such as number of shares to be bought or sold, shares already held, shares to be held after transaction, whether the transaction is through Stock Exchange or through negotiation, consideration if through negotiation.
- (iv) The trades that have been pre-cleared have to be executed by the designated person, which in any event shall not be more than seven trading days, failing which fresh pre-clearance would be needed for the trades to be executed.
- (v) The permission to trade when the Trading Window is opened will not be required if the value of shares traded in one or more transactions over any calendar quarter does not exceed Rs.10 lakh.
- (vi) Designated Persons and their immediate relatives who is permitted to trade shall not execute a contra trade i.e. enter into an opposite transaction during the next 6 (six) months following the prior transaction ("contra trade").

The Compliance Officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations.

(vii) If in any case company found that there has been a violation of these Regulations it shall informed to SEBI promptly.

4. Compliance Officer:

The Compliance Officer appointed under Regulation 6 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall also act as the Compliance Officer for the purposes of this Code of Conduct under the SEBI (Prohibition of Insider Trading) Regulations, 2015, and shall be responsible for administering and monitoring adherence to this Code.

5. Unpublished price sensitive information (UPSI) means any information, relating to company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall ordinarily including but not restricted to, information relating to the following:

- (i) Financial results;
- (ii) Dividend;
- (iii) Change in capital structure;
- (iv) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business, award or termination of order/contracts not in the normal course of business] and such other transactions;
- (v) changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- (vi) change in rating(s), other than ESG rating(s);
- (vii) fund raising proposed to be undertaken;
- (viii) agreements, by whatever name called, which may impact the management or control of the company;
- (ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- (x) resolution plan/ restructuring or one-time settlement in relation to loans/ borrowings from banks/financial institutions;
- (xi) admission of winding-up petition filed by any party/creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- (xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- (xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- (xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- (xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- (xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals; and
- (xvii) any other event or information as may be specified or notified from time to time by SEBI or under the SEBI (Prohibition of Insider Trading) Regulations, 2015.