



ADOR WELDING LIMITED

**Code of Internal Procedures and Conduct for
Regulating, Monitoring and Reporting of
Trading by Insiders, Designated Persons
& their relatives**

[Pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 & Schedule B]

1. PREFACE

This Code of Conduct made for Regulating, Monitoring and Reporting of Trading by Insiders, Designated Persons & their Relatives will also be known as "Code of Conduct for Prohibition of Insider Trading" (CCPIT) hereinafter referred to as "this Code".

This Code is prepared in accordance with all the applicable provisions of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2015 & 2018 (hereinafter called as "Regulations").

2. OBJECTIVES

- To regulate, monitor and report trading by Insiders, Designated persons & their relatives.
- To preserve the confidentiality of unpublished price sensitive information in order to prevent misuse of such information.
- To remain committed to transparency & fairness in dealing with all the stakeholders & in ensuring adherence to all the applicable laws & regulations.
- To determine the policy for legitimate purpose forming part of code of Fair Disclosure.

3. DEFINITIONS OF CERTAIN WORDS / PHRASES

For the purpose of this Code:

- a) Act** means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
- b) Board** means the Board of Directors of Ador Welding Limited.
- c) Company** means ADOR WELDING LIMITED (AWL) or Ador
- d) Code or Code of Conduct** shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders, Designated Persons & their Relatives of M/s. Ador Welding Limited (amended from time to time).
- e) Compliance Officer** means any senior officer, designated so and reporting to the Board of Directors or the Chief Executive Officer of AWL in case Board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of the confidentiality of the unpublished price sensitive information, monitoring of trades and for the implementation of Codes, specified in these Regulations under the overall supervision of the Board of Directors or the head of AWL, as the case may be.

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Regd. & Corporate Office: Ador House, 6, K. Dubash Marg, Fort, Mumbai - 400 001 – 16, Maharashtra, India.

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f) Connected Person means:

- (i) any person who is or has during six months, prior to the concerned act been associated with the 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 holding 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 have 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 f (i);
 - (b) a Holding Company or Associate Company or Subsidiary Company;
 - (c) an intermediary as specified in section 12 of the Act or an employee or Director thereof;
 - (d) an Investment Company, Trustee Company, Asset Management Company or an employee or Director thereof;
 - (e) an official of a Stock Exchange or of Clearing House or corporation;
 - (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;
 - (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;
 - (h) an official or an employee of a self-regulatory organization recognized or authorized by SEBI;
 - (i) a banker of the Company; or
 - (j) a concern, firm, trust, Hindu Undivided Family, Company or association of persons (AoP) wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent of holding or interest;

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g) DESIGNATED PERSONS

The following persons will be treated as Designated Persons under the PIT Regulations:-

1. All the Promoters
2. All the HODs & DRs of the Managing Director
3. All employees working upto two levels below the Managing Director
4. All the Employees working at the Executive Chairman's Office
5. All the Employees working at the Managing Director's Office
6. All the Business Heads, National Sales / Business Managers, Regional Business Managers, Area Business Managers, Territory Managers, if any and Plant Managers or equivalent, Commercial In charges
7. All the Employees of the following Departments:-
 - Legal & Secretarial Department
 - Corporate HR Department
 - Corporate Accounts & Finance Department
 - Corporate Administration Department
8. Employees of material subsidiary, if any.
9. Any other employee, as may be decided by the Board of Directors from time to time.

Designated persons shall be required to disclose names, Phone numbers used by them and Permanent Account Numbers (PAN) or any other identifier, authorized by law, of the following persons to the company on an annual basis and as & when the information changes.

- Designated Person and his / her Immediate relatives
- Persons, with whom such designated person(s) shares a material financial relationship

In addition, the names of the educational institutions, from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

Explanation - The term "material financial relationship" shall mean a relationship, in which one person is recipient of any kind of payment, such as by way of a loan or gift from a Designated Person, during immediately preceding twelve months, equivalent to at least 25% of such Designated Person's annual income but shall exclude transactions, in which the payment is based on arm's length basis.

h) Director means a member of the Board of Directors of the Company.

i) Employee means every employee of the Company (whether working in India or abroad) including the Directors in the employment of the Company.

j) Insider Trading means buying, selling, subscribing or dealing in the securities of AWL by a Director, KMP, Employee of the Company or by any other person such as internal and/or

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statutory auditor, agent, advisor, analyst, consultant etc. who has, or is reasonably

expected to have, knowledge of material unpublished price sensitive information, which is not available to the general public.

The dealing in securities by an 'insider' can amount to utilization of 'inside' information to profit or for reducing losses, at the expense of other investors, who do not have access to the same information.

k) Insider means any person who is:

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

The above mentioned persons shall be considered an "insider" for purposes of PIT Regulations and due notice shall be given to such persons to maintain confidentiality of the unpublished price sensitive information (UPSI), in compliance with these regulations.

l) Immediate relative means a spouse of a person, and includes parents, 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. For the purpose of the Code, the term 'Immediate Relative' shall include Hindu Undivided Family (HUF) of which the Designated Person is a member, unless stated otherwise.

m) Generally available information means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media. Information published on Stock Exchange would ordinarily be considered as generally available.

n) Key Managerial Person means person, as defined in Section 2(51) of the Companies Act, 2013

o) Material Subsidiary means a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

p) Promoter shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof.

q) 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;

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- r) Regulations** mean the SEBI (Prohibition of Insider Trading) Regulations, 2015, as may be amended from time to time.
- s) Securities** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof
- t) Specified Persons** means the Directors, connected persons, the insiders, the Designated Employees and the promoters & their immediate relatives.
- u) Specified** means specified by “SEBI” in writing.
- v) Takeover Regulations** mean the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- w) Trading** means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- x) Trading day** means a day on which the recognized stock exchanges are open for trading;
- y) Unpublished Price Sensitive Information (UPSI)** means any information, relating to a company or its securities, that is not generally available, directly or indirectly, which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the following: –
- (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and award or termination of order/contracts not in the normal course of business 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;

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- (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.

4. Applicability of the Code

The Code is applicable to all the Designated Persons and their Immediate Relatives. In addition, CCPIT can classify other categories of employees as Designated Persons, to be covered under the Code, based on their role and function in the Company or its material subsidiaries.

5. CORPORATE COMMITTEE FOR PROHIBITION OF INSIDER TRADING (CCPIT)

A Committee consisting of the following employees will be named as Corporate Committee for Prohibition of Insider Trading to monitor this Code.

- Managing Director
- Chief Financial Officer
- Company Secretary
- Head – HR or equivalent

The Company Secretary will work as the Secretary of the Committee. He will also work as the Compliance Officer.

6. ROLE OF the COMPLIANCE OFFICER

- The Compliance Officer shall be responsible for setting forth policies & procedures, monitoring adherence to the rules for the preservation of confidentiality of “Price-sensitive Information”, preclearing of “Designated Employees and their dependants”, trades (directly or through respective department heads, as decided by the Company), monitoring of trades and the implementation of the “Code” under the overall supervision of the Board of the Company.
- The Compliance Officer shall assist all the employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and vis-a-vis AWL’s “Code”.

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- The Compliance Officer shall maintain a record of the Designated Employees and any changes made in the list of the Designated Employees.
- The Compliance Officer shall report on matters relating to this Code to the Board and in particular, shall provide reports to the Chairman of the Board, once in every financial year.
- Close the trading window as per clause 11.C of this Code.

7. Human Resource Department

The Human Resource Department through the Head – HR shall be responsible to:

- Provide updated list of Designated Persons, as per the Code to the Compliance Officer, from time to time.
- Provide training to the new joiners, for familiarization with their obligations and responsibilities under the Code and SEBI regulations and the liabilities attached to misuse/unwarranted use of UPSI and insider trading.

8. PRESERVATION OF “UNPUBLISHED PRICE SENSITIVE INFORMATION” (UPSI)

a. All information (UPSI) 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. All the Designated Persons shall maintain the confidentiality of all the Price- Sensitive Information. They shall not pass on such information to any person directly or indirectly, by way of making a recommendation for the purchase or sale of securities. Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- 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; or
- not attracting 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 then the information that constitutes unpublished price sensitive information is disseminated / 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.

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 the legitimate purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

Explanation –For the purpose of illustration, the term “legitimate purpose” shall include

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sharing of unpublished price sensitive information in the ordinary course of business by an insider with, employees, partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

b. Need to Know:

'Unpublished Price-Sensitive Information' will be handled on a "need to know" basis, i.e. 'Unpublished Price-Sensitive Information' will be disclosed only to those within AWL, by the Compliance Officer, who need the information to discharge their duties and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

All non-public information received by any employee should immediately be reported to the head of his / her department, the Compliance Officer and CCPIT.

c. Chinese Wall:

- a. To prevent the misuse of confidential information, the Company may adopt a "Chinese Wall" policy / guidelines which separates those areas of the Company which routinely have access to confidential information, considered "inside areas" from those areas which deal with sales / marketing / investment advice or other departments providing support services, considered "public areas".
- b. The employees in "inside area" shall not communicate any Price-Sensitive Information to anyone in public area.
- c. The employees in "inside area" may be physically segregated from employees in public area.
- d. Demarcation of the various departments as "inside area" may be implemented by the Company.
- e. In exceptional circumstances employees from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the Compliance Officer.

d. Limited access to confidential information:

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

9. TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Insider shall not trade in the securities of AWL, when in possession of UPSI, provided that the Insider may prove his innocence by demonstrating the circumstances, including the following:

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- The transaction is an off-market *inter-se* transfer between promoters who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision.
- In the case of non-individual insiders:-
 - The individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and
 - Appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached.
 - The trade pursuant a trading plan set up in accordance with Clause 10(a) of this code.
 - When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession. The reasons for which he trades or the purposes to which he applies the proceeds of the transactions are not intended to be relevant for determining whether a person has violated the regulation. He traded, when in possession of unpublished price sensitive information is what would need to be demonstrated at the outset to bring a charge. Once this is established, it would be open to the insider to prove his innocence by demonstrating the circumstances mentioned in the proviso, failing which he would have violated the prohibition.
- In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the Board.

10. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING

The Company has an Institutional Mechanism for Prevention of Insider Trading, which includes an adequate and effective system of internal controls to ensure compliance with the requirements of these regulations to prevent insider trading.

11. STRUCTURED DIGITAL DATABASE

- The Board of Directors or Head(s) of the organization, required to handle unpublished price sensitive information (UPSI), shall ensure that structured digital database (SDD) is maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared along with the Permanent Account Number (PAN) or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks, such as time stamping and audit trails to ensure non-tampering of the database.

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- The Compliance Officer will maintain and preserve the records in the structured digital database as per SEBI Regulation.
- Every UPSI recipient, who disseminates the information to any person for a legitimate purpose or on a need-to-know basis will be responsible to sensitize the recipient that such information is UPSI and needs to be maintained under strict confidentiality.
- Every UPSI dissemination needs to be intimated to UPSI owner for entering in the digital database. The UPSI recipient, who disseminates the information to any person for a legitimate purpose or on a need-to-know basis will be responsible for updating the details of dissemination in the digital database maintained for such UPSI.
- The database shall be maintained internally with adequate internal controls, time stamping and audit trails to ensure non-tampering of the data.
- Such digital database shall be preserved for such period as stated in SEBI Regulations and on completion of the statutory period, will be dealt with as per Company's internal policy and process.

12. PREVENTION OF MISUSE OF PRICE SENSITIVE INFORMATION

All the Directors, KMPs, Designated Employees and connected persons of AWL shall be subject to trading restrictions as enumerated below:-

a) Trading Plan

An Insider shall be entitled to formulate a "Trading Plan" (TP) 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 / her behalf in accordance with such plan.

This provision intends to give an option to persons who may be perpetually in possession of unpublished price sensitive information and enabling them to trade in securities in a compliant manner. This provision would enable the formulation of a trading plan by an insider to enable him plan for trades to be executed in future. By doing so, the possession of unpublished price sensitive information when a trade under a trading plan is actually executed, would not prohibit the execution of such trades that he had pre-decided even before the unpublished price sensitive information came into being.

> Trading Plan shall:

- not entail commencement of trading earlier than one hundred & twenty days (120) from the public disclosure of the plan;

Note: It is intended that to get the benefit of a trading plan, a cool-off period of one hundred and twenty calendar days is necessary. Companies declare their results quarterly and there exists a trading restriction, in terms of these Regulations, from quarter end to 48 hours after declaration of quarterly result, which, it is seen, is generally a period of around one month

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for most companies. Thus, one hundred and twenty calendar days period is considered reasonably long for unpublished price sensitive information that is in possession of the insider, when formulating the trading plan, to become generally available.

- not entail overlap of any period, for which another trading plan is already in existence;
- set out the following parameters for each trade, which is to be executed:
 - i. value of trade to be effected or number of securities to be traded.
 - ii. nature of trade
 - iii. either specific date or a time period, not exceeding 5 consecutive trading days.
 - iv. a price limit, i.e an upper price limit for a buy trade & lower price limit for a sell trade, subject to the range as specified below: (Rounded up to the nearest numeral)
 - a. for a buy trade:** the upper price limit shall be between the closing price on the day before submission of the trading plan and upto 20% higher than such closing price;
 - b. for a sell trade:** the lower price limit shall be between the closing price on the day before submission of the trading plan and upto 20% lower than such closing price.

Note: The Insider shall execute the trades only if the execution price is within the limits set. If the price is outside the limit, then the trade shall not be executed. If he still wishes / desires to trade, then he shall not set a price limit.

The nature of the trades in the trading plan i.e acquisition or disposal shall be set out. A trading plan may set out the value of securities or the number of securities invested or divested. Specific dates or specific time period maybe set out in the plan. However, there should be an outer limit on the duration of the time period, so that while it allows the insider to split their trades across different dates, duration should not be so long that it is prone to misuse.

Trade splitting refers to the practice where an insider divides a large transaction involving buying or selling securities into smaller parts that are executed over multiple dates or time intervals.

- not entail trading in securities for market abuse.
- The Compliance Officer shall review such Trading Plan in order to assess whether the plan would have any potential for violating this code / PIT Regulations and thereafter shall approve it forthwith. However, he shall be entitled to take 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.

Provided that pre-clearance of trades shall not be required for a trade executed as per an

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approved trading plan.

Provided further that trading window norms 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 implement the plan, without being entitled to either any trade in the securities outside the scope of the trading plan, or to deviate from it, except in case of permanent incapacity, bankruptcy or operation of law.

However, the implementation of the trading plan shall not commence, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation.

Despite of the gap of one hundred and twenty days (120) between formulation of the trading plan and its commencement, if UPSI, in possession of the insider, is still not generally available, in such a situation, commencement of plan would conflict the over-riding principle that trades shall not be executed when in possession of such information, if the very same UPSI is still in the insider's possession, the execution of the trading plan shall not be done/implemented/ will be kept on hold.

Further, where the insider has set a price limit for a trade and due to adverse fluctuation in market prices, the price of the security is outside the price limit set by the insider, the trade shall not be executed. However, if the insider wishes to trade irrespective of the fluctuation in market price, he may not set any price limit at the time of formulation of the trading plan.

- The Compliance Officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges, on which its securities are listed, on the day of approval.

b) Non implementation of Trading Plan

In case of non-implementation of Plan either fully or partially, due to any reasons or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure can be adopted:

- The Insider shall intimate about non-implementation (full/partial) of the trading plan to the compliance officer within two (2) trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.
- Upon receipt of information from insider, the compliance officer, shall place such information along with the recommendations to accept or reject the submissions of the Insider, before the Audit Committee in the immediate next meeting. The Audit Committee

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shall decide whether such non-implementation (full/partial) was bona-fide or not.

- The decision of the Audit Committee shall be notified by the Compliance Officer on the same day to the Stock Exchange, on which its securities are listed.
- In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.

c) Trading Window

- Compliance Officer shall specify a trading period, to be called “Trading Window”, for trading in AWL’s securities. The trading window shall be closed during the time any ‘price sensitive information’ referred to below is unpublished.
- When the trading window is closed, the Directors & Designated Employees shall not deal or trade in AWL’s securities even for a single share.
- The trading window shall, inter alia, be closed at the time of:-
 - Declaration of Financial Results (quarterly, half-yearly and annual) whether audited or unaudited.
 - Declaration of dividends (interim and final)
 - Issue of securities by way of public / rights / bonus, etc.
 - Any major expansion plans or execution of new projects, etc.
 - Amalgamation, mergers, takeovers and buy-back.
 - Disposal of whole or substantially whole of the undertaking of the Company.
 - Any changes in policies, plans or operations of AWL.

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 hours after the information becomes generally available. For declaration of financial results the trading window shall be closed from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by the Audit committee and Board meeting shall be as narrow as possible and preferably on the same day to avoid leakage of material information.

The trading window restrictions shall not apply for the following:

- the transaction is an off-market inter-se transfer between insiders who were in possession of the unpublished price sensitive information without being in breach of regulation 3 of PIT Regulations and both parties had made a conscious and informed trade decisions.
- Provided that such unpublished price sensitive information was not obtained under sub-regulation (3) of regulation 3 of PIT regulations.

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- Provided further that such off-market trades shall be reported by the insiders to the company within two working days. The company shall notify the particulars of such trades to the stock exchange, on which the securities are listed, within two trading days from receipt of the disclosure or from becoming aware of such information.
 - the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of regulation 3 of PIT Regulations and both parties had made a conscious and informed trade decision;
 - the transaction was carried out pursuant to a statutory or regulatory obligation
 - the transaction was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations;
- the trades were pursuant to a trading plan; 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 window is closed.

13. TRADING RESTRICTIONS FOR INSIDERS

All the Directors / Officers / Designated Employees and their dependents of AWL shall conduct all their dealings in the securities of AWL only in a valid trading window and shall not deal in any transaction involving the purchase or sale of AWL's securities during the periods when trading window is closed, as referred above or during any other period, as may be specified by the Compliance Officer from time to time.

14. PRE CLEARANCE OF TRADES

- When trading Window is open all the Directors / Officers / Designated Persons, who intend to deal in the securities of AWL (above a minimum threshold limit of 10,000 shares), should pre clear the transactions. The pre-dealing procedure shall be as follows:
- 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 intend 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.

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

- That the employee / director / officer does not have any access or has not received "any Unpublished Price Sensitive Information" up to the time of signing the undertaking.
- That in case the Specified Employee has access to or receives "any Unpublished Price Sensitive Information" after signing of the undertaking 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

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Company till the time such information becomes public.

- That he / she has not contravened the code of conduct for prevention of insider trading, as notified by the Company from time to time.
- That he / she has made a full and true disclosure in the matter.

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.

If the order is not executed within seven days after the approval is given, the employee / director must pre-clear the transaction again.

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.

15. CONTRA TRADE

All Specified / Designated 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 being 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 / stock appreciation rights under Share Based Employee Benefit Schemes of the Company.

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 actually commence when the securities are actually allotted.

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.

Other Restrictions

All the Directors / Officers / Designated Employees and their dependents shall execute their order in respect of securities of AWL within one week after the approval of pre-clearance is given. If the

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order is not executed within one week after the approval is given, the Director / Officer / Designated Employee, must pre clear the transaction again, by following the above procedure.

- All the Directors / Officers / Designated Employees who buy or sell any number of shares of AWL, 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 the Directors / Officers / Designated Employees shall also not take positions in derivative transactions in the shares of AWL at any time.

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. In case, sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer or CCPIT after recording the reasons for the same in writing.

- Personal Emergency could be any one, but not restricted to the following cases, subject to the clearance of / by CCPIT
 - Marriage in the family or family function
 - Unforeseen medical expenses
 - Unforeseen happenings in the family
 - Education of self / children / dependents, etc.
 - Debt recovery / liabilities payable
- 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.

16. DISCLOSURE REQUIREMENTS

a) Initial Disclosures

- Every person, on appointment as a KMP or a Director of the Company or upon becoming a Promoter or member of the promoter group, shall disclose his holding of securities in the Company and that of his / her immediate relatives, 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.

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b) Continual Disclosure

- Every Promoter, member of promoter group, designated person, 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 trading days of:
 - the receipt of intimation of allotment of shares, or
 - the acquisition or sale of shares or voting rights, as the case may be.
- 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.

17. DISSEMINATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- No information shall be passed by Specified Persons by way of making a recommendation for the purchase or sale of securities of the Company.
- The following guidelines shall be followed while disclosing / disseminating Price Sensitive Information to analysts, media persons and institutional investors:
 - Only public information to be provided.
 - At least two Company representatives be 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 to the Stock Exchanges.

18. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT

- a) In case of any violation of the code, a corporate action will be taken by CCPIT and punishment may be awarded.
- b) Any amount collected under this policy shall be remitted to the Board for crediting to IPEF account.

Action in case of Default

Without prejudice to the Directions under Regulation 11, if any person violates provisions of these regulations, he / she shall be liable for appropriate action under Sections 11 - 11b, 11d chapter and section 24 of the Act, after giving an opportunity of being heard.

- c) Action taken by CCPIT for violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will not preclude SEBI from taking any other action separately.
- d) In case of any violation of the regulations observed by AWL / CCPIT, it shall also be intimated

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to the SEBI by AWL and such person (violator) will be subjected to action that may be taken by SEBI.

- a. *Under Section 24 of SEBI Act, 1992 anyone who contravenes the Regulations, is punishable with imprisonment for a maximum period of one year or with fine or with both.*
 - b. *Apart from the above, to protect the interest of the Investors and in the interest of the Securities Market and for the due compliance with the provisions of SEBI Act, 1992 and the Regulations made thereunder, SEBI may even make enquiries and can even do inspection.*
- e) SEBI may issue any or all of the following orders:
- i. Directing the insider/s or such person/s not to deal in the securities in any particular manner.
 - ii. Prohibiting the insider/s or such person/s from disposing of any of the securities acquired in violation of these Regulations.
 - iii. Restraining the insider to communicate or counsel any person to deal in the securities.
 - iv. Declaring the transaction(s) in the securities as “null and void”.
 - v. Directing the person/s who acquired the securities in violation of these regulations to deliver the securities back to the seller.
 - vi. In case the buyer is not in a position to deliver such securities, the market price prevailing at the time of issuing of such directions or at the time of transactions whichever is higher, shall be paid to the seller.
 - vii. Directing the person to transfer an amount or proceeds equivalent to the cost price or market price of the securities, whichever is higher to the investor protection fund of a Recognized Stock Exchange.
- f) Any person aggrieved by an order of SEBI under these regulations may prefer an appeal to the Securities Appellate Tribunal (SAT).

Any subsequent amendment to SEBI (Prohibition of Insider Trading) Regulations will prevail over this Code of Conduct, even if it is not amended, as per the amendment to the regulations

All the employees and concerned persons are hereby requested to read and strictly follow this Code, while they are in the service of AWL or connected to AWL for business.

This policy was approved by the Board of Directors at its Meeting held on 05th February, 2019 and subsequently revised by the Board at its Meetings held on Friday, 04th November, 2022 and on Tuesday, 12th November, 2024.

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APPENDIX I

APPLICATION FORM FOR PRE- CLEARANCE OF TRADES IN COMPANY'S SECURITIES

The Compliance Officer
Ador Welding Limited
 Ador House,
 6, K. Dubash Marg,
 Fort, Mumbai-400001-16

Dear Sir,
 I / we intend to Trade in the Securities of the Company as per the particulars furnished below:

Name(s) of the persons for whom the transaction is to be executed	
PAN No.	
Relationship with the applicant	
No. of shares covered by the transaction	
Nature of transaction for which approval is being Sought	Purchase / Sale / Demat / Pledge/ Other
Depository ID No.	
Client ID No.	
Particulars of the broker through whom the transaction is to be executed	Name : Address : Phone No. :

** - strike out whichever is not applicable*

I / we hereby enclose necessary documents, containing the particulars in the prescribed format. I / we request you to kindly pre-clear the above transaction at the earliest.

Thanking you,

Yours faithfully,

Name of the Applicant:

Employee Code No. (if applicable):

Contact Number:

Department (if applicable):

Date :

Place :

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APPENDIX II

(Draft undertaking to be accompanied with every pre-clearance application, when the Designated Person is not in possession of Unpublished Price Sensitive Information)

The Compliance Officer

Ador Welding Limited

Ador House,
6, K. Dubash Marg,
Fort, Mumbai-400001-16

Dear Sir,

I /We, _____ being a Designated Person as per the **Ador Welding Limited - Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons**, am / are desirous of trading in the / purchasing equity shares of the Company held in my name/ in the name of my Immediate Relative / in the name of Companies controlled by me or on behalf of any other person, as mentioned in my application dated _____ for pre-clearance of the Trade.

I / we hereby confirm/undertake:

- a. to maintain confidentiality of all 'Unpublished Price Sensitive Information' that may come into my/ our possession in the discharge of my / our duties with the Company;
- b. not to pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company based on the same;
- c. to report to the Compliance Officer, any non-public information, that may be directly received by me / us;
- d. that I am not in possession and/or I do not have any access to 'Unpublished Price Sensitive Information' upto the date of signing this undertaking;
- e. that in case I have access to or receive 'Unpublished Price Sensitive Information' after signing of this undertaking but before the execution of the transaction, I will inform the Compliance Officer of the change in my position and that I will completely refrain from trading in the securities of the Company till such time such information becomes generally available in public domain;
- f. that I have not contravened 'Ador Welding Limited- Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons', as notified by the Company from time to time; and
- g. That I have made full and true disclosure in the matter.

(Signature)

Name of the Applicant:

Employee Code No.(if applicable):

Contact Number:

Department:

Date:

Place:

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APPENDIX – III

(draft letter of approval from Compliance Officer)

Date:

To:

Sub: **Pre-clearance of transaction in Company's Securities**

Ref: **Your application dated_____ for pre-clearance of transaction for trading in the equity_shares of the Company in your name / in the name of_____ .**

With reference to your above application, seeking pre-clearance of your Trade in the shares of the Company, we hereby accord our approval to the proposed transaction.

You may kindly note that the aforesaid transaction will be executed **within seven (7) trading days** from the date of receipt of this approval letter, failing which, an application seeking pre-clearance to the proposed transaction together with undertaking in the prescribed format, will be made afresh.

Further the details of the Trade, as per the aforesaid application, needs to be intimated within two working days of the execution of the Trade.

You may kindly note that after the aforesaid transaction, you will not enter into an opposite transaction during the next six months from the date of the aforesaid Trade.

It is presumed that the proposed transaction is in compliance with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011; Code of Conduct and SEBI (Prohibition of Insider Trading) Regulations, 2015

Thanking you,

Yours truly,

For **ADOR WELDING LIMITED**

COMPLIANCE OFFICER

ADOR WELDING LIMITED

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