



## **ARROW GREENTECH LIMITED**

### **CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVE**

#### **I. PREAMBLE**

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (hereinafter referred to as the 'SEBI PIT Regulations') mandates the listed Companies to frame Code of Conduct for Regulating, Monitoring and Reporting of trading by Designated Persons and their Immediate Relatives.

#### **II. APPLICABILITY**

This Code of Conduct for Regulating, Monitoring and Reporting of trading by Designated Persons and their Immediate Relatives is applicable on all designated persons and their immediate relatives who have access to or could have access to unpublished price sensitive information about the Company. Such persons are required to comply with this Code and to make the necessary disclosures as per Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as adopted by the Company.

#### **III. DEFINITIONS**

1. "Act" means the Securities and Exchange Board of India (SEBI) Act, 1992 (15 of 1992), Rules framed thereunder and any amendments thereto;
2. "Board of Directors" or "Board", means the collective body of the Directors of the Company;
3. "Code" means this Code of Conduct for Regulating, Monitoring and Reporting of trading by Designated Persons and their Immediate Relatives.
4. "Company", "This Company" or "The Company", wherever occur in the policy shall mean "Arrow Greentech Limited".
5. "Compliance officer" means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI PIT Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the company

Explanation – For the purpose of this regulation, "financially literate" shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows;

6. "Connected person" means,-
  - i. any person who is or has been, during the six months prior to the concerned act, associated with the Company, in any capacity, directly or indirectly, 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, whether temporary or permanent, with the Company, that allows such a person, directly or indirectly, access to UPSI or is reasonably expected to allow such access.



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- 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) a relative of connected persons specified in clause (i); or
  - b) a holding company or associate company or subsidiary company; or
  - c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
  - d) an investment company, trustee company, asset management company or an employee or director thereof; or
  - e) an official of a stock exchange or of clearing house or corporation; or
  - f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
  - g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
  - h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
  - i) a banker of the company; or
  - j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a Company or his relative or banker of the Company, has more than ten per cent. of the holding or interest or;
  - k) a firm or its partner or its employee in which a connected person specified in sub- clause (i) of clause (d) is also a partner; or
  - l) a person sharing household or residence with a connected person specified in sub- clause (i) of clause (d);

7. "Designated Persons" means all those persons as defined in sub regulation 4 of Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015

The board of directors/Managing Director / Compliance officer shall identify the Designated Persons to be covered by the Code on the basis of their role and function in the organization and include/exclude the person from time to time.

8. "fiduciary" shall mean professional firms such as auditors, accounting firms, law firms, analysts, insolvency professionals, consultants, banks etc., assisting or advising listed companies.
9. "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;
10. "immediate relative" means spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;
11. "insider" means any person who is:
  - (i) a connected person; or
  - (ii) in possession of, in receipt of or having access to unpublished price sensitive information;

12. "Legitimate Purpose" shall include sharing of UPSI in the ordinary course of business by an insider with 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 the SEBI PIT Regulations.
13. "Material Subsidiary" shall mean a subsidiary, whose turnover or net worth exceeds ten percent of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year;
14. "Material Financial Relationship" shall have same meaning as defined in SEBI PIT Regulations;
15. "relative" shall mean the following:
  - i) spouse of the person;
  - ii) parent of the person and parent of its spouse;
  - iii) sibling of the person and sibling of its spouse;
  - iv) child of the person and child of its spouse;
  - v) spouse of the person listed at sub-clause (iii); and
  - vi) spouse of the person listed at sub-clause (iv)
16. "Stock Exchange" shall mean National Stock Exchange of India Limited, BSE Limited and any other stock exchange(s) on which the securities of the Company are listed for the time being.
17. "Trading" means and includes subscribing, buying, selling, dealing (including pledging), or agreeing to subscribe, buy, sell, deal in any securities of the Company and "trade" shall be construed accordingly;
18. "Unpublished Price Sensitive Information" ("UPSI") means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –
  - i. financial results;
  - ii. dividends;
  - iii. change in capital structure
  - iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion 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



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- 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.

Explanation 1- For the purpose of sub-clause (ix):

- a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.]]

- xvii. Other matters as may be prescribed by SEBI/considered by the Compliance Officer to be price sensitive from time to time.

#### **IV. INTERPRETATION**

Words and expressions used and not defined in the Code but defined in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and/ or any amendment thereto, Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and/ or any amendment thereto, SEBI PIT Regulations, Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996), or the Companies Act, 2013 (18 of 2013) and rules made thereunder shall have the meanings respectively assigned to them in those legislation.

#### **V. CODE**

##### **Role of Compliance Officer**

The Compliance Officer shall report on insider trading to the Board of Directors of the Company and shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors on annual basis.

The Compliance Officer shall assist all employees in addressing any clarifications regarding the SEBI PIT Regulations and this Code.

#### **1.0 PRESERVATION OF “UNPUBLISHED PRICE SENSITIVE INFORMATION” (“UPSI”)**

- 1.1 The insiders shall maintain the confidentiality of all UPSI and shall not pass on such information to any person, directly or indirectly, including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 1.2 No person shall procure from or cause the communication by any insider of UPSI, relating to the Company or its securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

#### **2.0 NEED TO KNOW**

- 2.1 UPSI is to be handled on a “need to know” basis i.e. UPSI should be disclosed only to those within the Company who need the information to discharge their official duties.
- 2.2 A Chinese wall exists between members of respective departments and of the rest of Company. This Chinese wall is designed to isolate activities of one department from other in order to restrict the dissemination of information obtained by the respective departments/ members on a “need to know” basis.  
This Chinese wall is supported by the following procedures:
  - Physical separation of each Department;
  - Limiting computer access to the Inter-department network;
  - Restriction on access to data via pen drives, external hard drives etc;
- 2.3 Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc. All Designated Persons must maintain the confidentiality of all UPSI coming into their possession or control.

### **3.0 PROHIBITION ON TRADING WHILE IN POSSESSION OF UPSI**

3.1 Trading in securities of the Company is prohibited when a person is in possession of UPSI. A person who has traded in the securities of the Company, it shall be presumed that his trades are motivated by the knowledge and awareness of such information. The insider may prove his innocence as provided in proviso to Regulation 4(1) of the SEBI PIT Regulations.

- 3.1.1 The insider shall not pass on any UPSI to any person directly or indirectly by way of making a recommendation for the trading in the securities of the Company; or
- 3.1.2 The insider shall not disclose UPSI to their family members, friends, business associates or any other individual, or
- 3.1.3 The insider shall not discuss UPSI in public places, or
- 3.1.4 The insider shall not disclose UPSI to any Employee who does not need to know the information for discharging his or her duties, or
- 3.1.5 The insider shall not recommend to anyone that they may undertake trading in the securities of the Company while being in possession, control or knowledge of UPSI.
- 3.1.6 An Insider who has ceased to be associated with the Company shall not, for a period of six months from date of such cessation, directly or indirectly Trade in the Company's Securities while in possession of UPSI.

### **3.2 Trading in the securities of other companies**

- While discharging their role, employees may become aware of any UPSI relating to the Company's clients, suppliers or joint ventures. Such employees shall not deal in the securities of such client, supplier or joint venture companies if they possess any UPSI in relation to that other company.

For example, if a person is aware that the Company is close to or is negotiating a significant/ material investment or any corporate structuring transaction or an alliance with another company or any contract or transaction which qualifies to be UPSI, he should not deal in the securities of either Arrow Greentech Limited or the other company.

- In the case of Connected Persons, the onus of establishing that they were not in possession of UPSI, shall be on such Connected Persons.

### **4.0 PROHIBITION ON TRADING DURING CLOSURE OF TRADING WINDOW/TRADING RESTRICTION PERIOD**

4.1 Designated persons may execute trades subject to compliance with the SEBI PIT Regulations. Towards this, a notional trading window is used as an instrument of monitoring trading by the designated persons. The trading window shall be closed or trading restriction period starts, when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information.

4.2 Designated persons and their immediate relatives shall not trade in securities when the trading window is closed. Trading Window shall be deemed to be closed from the end of every quarter till 48 hours after declaration of financial results. However, if the circumstances so warrants, the time for closing of trading window may be increased or decreased by the Compliance Officer.

4.3 The closure of the trading window for the purposes for which no specific notice/ intimation is required to be given to Stock Exchange shall be advised by the Compliance Officer of the Company, while the Trading Window shall be opened on third calendar day from the day on which Price sensitive information is communicated to the Stock Exchange and becomes generally available.

4.4 In case of ESOP/ ESOS, exercise of option may be allowed in the period when the trading window is closed. However, sale/pledge of shares allotted in exercise of ESOPs shall not be allowed when trading window is closed.

## **5.0 CONTRA TRADE/OPPOSITE TRANSACTION**

5.1 Designated Persons including their immediate relatives, who deal, 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.

5.2 The restriction on Opposite Transaction shall not apply to:

- the exercise of options granted under ESOP/ESOS Plan announced by the Company from time to time;
- the sale of shares acquired under ESOP/ESOS Plan, provided that the Designated Person is not in possession of UPSI at the time of such sale. However, once the shares acquired under the ESOP Plan are sold by the person, any subsequent purchase (other than exercise of ESOPs) will be subject to the aforesaid restriction of Opposite Transaction.
- buy back offers, open offers, Rights Issues, Further Public Offers, bonus, exit offers etc.

5.3 The Compliance Officer(s) is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing based on an application made by the Designated Person, provided that such relaxation does not violate these SEBI PIT Regulations. The application for this approval should be made to the Compliance Officer(s) in format specified in **Annexure I**.

5.4 If a 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 SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act.

## **6.0 PRE CLEARANCE OF TRADES**

6.1 All Designated persons, who intend to deal in Company's securities (themselves or through immediate relatives) during the period other than trading window closure, are required to obtain the pre-clearance of the proposed acquisition/ purchase/ sale/ pledge transactions as per the procedure described hereunder, 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 Ten Lakh Rupees.

6.2 In case of dealing by Compliance Officer(s), pre-clearance from Managing Director or Whole-time Director shall be required.

6.3 An application for pre-clearance shall be made to the Compliance Officer of Company in the format specified in **Annexure I**.



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- 6.4 The Compliance Officer(s) will scrutinize the application within 2 working days of submission and communicate the approval/ refusal (along with reasons therefore) to the applicant. In the absence of the Compliance Officer(s), the pre-clearance application will be decided upon by the Managing Director or Whole-time Director.
- 6.5 In case any transaction has been refused, the Designated Person shall be free to re-apply for preclearance of the transaction, which was refused, to Chairperson of Audit Committee of the Company. The decision of Chairperson of Audit Committee in this regard shall be final.
- 6.6 The pre-clearance approval shall be valid only for seven trading days from the date of communication and shall lapse thereafter. If the transaction is not consummated within seven trading days from the approval date, the Designated Person will be required to follow the process of pre clearance again. However the Compliance Officer(s) shall have the right to revoke the clearance granted, before the relevant transaction has been consummated, if considered necessary.
- 6.7 The requirements of pre- clearance of a proposed transaction shall not apply in the following cases:
- In the event of participation of a public event i.e. a rights or a bonus issue.
  - In the case of any acquisition of shares through transmission or inheritance, or like mode.
  - By way of any court settlement or award thereof.
  - Pursuant to exercise of stock options

## **7.0 TRADING PLAN**

- 7.1 An insider shall be entitled, at his option, to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out with such plan.
- 7.2 Such trading plan shall: –
- i) not entail commencement of trading on behalf of the insider earlier than one hundred and twenty calendar days from the public disclosure of the plan
  - ii) not entail overlap of any period for which another trading plan is already in existence
  - iii) 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
  - iv) not entail trading in securities for market abuse
- 7.3 The Compliance Officer shall review such trading plan to assess whether the plan would have any potential for violation of these 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.
- 7.4 The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

7.5 However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, any UPSI in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such UPSI becomes generally available information.

7.6 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 the securities are listed, on the day of approval for a trade executed as per the approved plan. Further, trading window norms shall not be applicable for trades carried out in accordance with approved trading plan.

## 8.0 INTERNAL CONTROL MECHANISM

8.1 The Managing Director or Whole-time Director of the Company shall from time to time apprise the Designated Persons about the requirements of the Code and SEBI PIT Regulations. It shall be the duty of each Designated Person to familiarize himself about the requirements of the Code and the SEBI PIT Regulations.

8.2 The Company shall maintain a structured Digital Database containing the names of such persons or entities as the case may be with whom information is shared under this regulation alongwith the details as required to be maintained as per the said SEBI PIT Regulations from time to time. 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.

8.3 The Company shall enter into Confidential Agreement with Designated Persons with whom UPSI is shared for legitimate purpose and in case UPSI is shared on need-to-know basis, a notice shall be served to comply with the SEBI PIT Regulations.

8.4 The Managing Director/ Whole-time Director shall periodically review the process to evaluate the effectiveness of such internal controls.

8.5 The Managing Director/ Whole-time Director shall submit its periodic process review report to the Audit Committee atleast once in a financial year.

## 9.0 DISCLOSURES

Disclosure	Requirements and Timeline
Initial Disclosure by Promoter, KMP and Director(s) of the Company to the Company	<p><b>Timeline</b></p> <p>1. Disclosure of holding, within seven (7) days of such appointment or becoming a promoter or member of promoter group.</p> <p>.</p> <p><b>Requirement</b></p> <p>Number of securities held by them as on the date of appointment or becoming a promoter/Member of Promoter Group</p>

<p>Annual Disclosure by Designated persons inter-alia Promoter, employee and Director(s) of the Company to the Company.</p>	<p><b>Timeline</b> In <b>Annexure-II</b> hereto, within 30 days of closing of Financial Year.</p> <p><b>Requirement</b> Number of Securities held by them, their immediate relatives and persons with whom they have material financial relationship alongwith their PAN, Cell/Landline No(s). In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.</p>
<p>Continual Disclosure to the Company by Promoter, Designated person and Director of the Company, if the number of securities acquired or disposed off, if the value of securities traded individually or cumulatively during a calendar quarter exceeds INR 10 Lakh. (<i>Refer Note below</i>)</p>	<p><b>Timeline</b> In Form C of SEBI PIT Regulations, within 2 trading days of trading in securities.</p> <p><b>Requirement</b> Number of Securities or voting rights acquired or disposed-off by them</p>

*Note: For the purpose of continual disclosure as specified above, the disclosure of the incremental transactions after any disclosure under this clause shall be made when the transactions effected after the prior disclosure cross the threshold specified of INR 10 Lakh during a calendar quarter.*

*Company shall notify these disclosures within two (2) trading days of receipt of such disclosure or becoming aware of such information to Stock Exchanges where the shares of the Company are listed.*

## **10.0 WHISTLE BLOWER POLICY FOR LEAK / PROCEDURE OF INQUIRY IN CASE OF LEAK OF UPSI**

- 10.1 Any person may report / address a complaint (hereinafter called as “the Complainant”), pertaining to any instance of actual or suspected leak of UPSI relating to the Company, to the Compliance Officer. The Complainant may report such instance(s) at the E Mail ID [poonam@arrowgreentech.com](mailto:poonam@arrowgreentech.com). The Compliance Officer shall be responsible for conducting an inquiry into such complaint and adjudicated and report the outcome of the inquiry along with the actions taken, to the Audit Committee.
- 10.2 On receipt of a complaint, the Compliance Officer shall take cognizance of the same and promptly conduct a preliminary inquiry pertaining to instance of actual leak/ suspected leak of UPSI as reported in the complaint. The Compliance Officer may also engage an external investigator / advisor to assist / conduct an inquiry.
- 10.3 Within one week of completion of the preliminary inquiry, the Compliance Officer shall submit its report to the Audit Committee containing details of the alleged leak/ suspected leak and whether such complaint is prima facie genuine or frivolous.
- 10.4 Based on the findings of the preliminary inquiry, if the Audit Committee has a reason to believe that there is an actual leak or a suspected leak of UPSI. The Audit Committee shall proceed with the final inquiry by directing the Team and/ or the external agency, as the case may be, to conduct the same.
- 10.5 Within one week of the submission of the report of the final inquiry, the Team/ external agency shall submit its report to the Audit Committee containing its final findings regarding the reported complaint.



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- 10.6 Within one week of submission of the report by the Team/ external agency on its findings of the final inquiry, the Audit Committee based on such findings, may take appropriate disciplinary/ remedial/ penalty actions and the action so taken by Audit Committee shall be final and binding.
- 10.7 In case of filing of Voluntary Information Disclosure Form, as per Chapter IIIA of SEBI PIT Regulations, by any employee of Company (as defined in Explanation I of Regulation 71 of SEBI PIT Regulations), he/ she will not be terminated, discharged, suspended, threatened and/ or harassed during the term of his / her employment.

## **11.0 GENERAL**

- 11.1 Designated Persons are advised to pursue this Code and the SEBI PIT Regulations, as amended from time to time, carefully and acquaint themselves with all the provisions contained therein. The Compliance Officer(s) shall assist the Designated Persons in addressing any clarifications regarding the SEBI PIT Regulations and the Company's Code of Conduct for Prevention of Insider Trading.
- 11.2 The Compliance Officer(s) shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of "Price Sensitive Information", pre-clearing of trades by designating employees or their immediate relatives and the implementation of the Code of Conduct for regulating, Monitoring and Reporting of trading by Designated Persons and their Immediate Relatives under the overall supervision of the Board of the listed company.
- 11.3 The Compliance officer(s) shall maintain records of all the declarations or information in the appropriate form given by the designated persons for a minimum period of five years.
- 11.4 The Compliance officer(s) shall place before the Chairman of the Audit Committee, on an annual basis all the details of the dealing in the securities by Designated Persons and the accompanying documents that such persons had executed the pre-dealing procedure as envisaged in this code.

## **12.0 CONTRAVENTION**

- 12.1 Any contravention of the code by Designated Persons shall attract strictest disciplinary action including but not restricted to recovery, clawback of profits made, wage freeze, suspension and/ or termination of employment.
- 12.2 In the event of violation of the Companies Act, 2013 or the SEBI PIT Regulations, no penalty levied or other action taken by the Company will preclude the SEBI or other appropriate authority(ies) from taking action under the relevant legislations.
- 12.3 In case it is observed by the Company/Compliance Officer(s) that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, then the same shall be promptly inform to the stock exchange(s), where the securities of the Company are traded, in such form and such manner as maybe specified by the Board from time to time.

## **LIMITATION AND AMENDMENT**

- 13.0 In the event of any conflict between the provisions of this Code and SEBI PIT Regulations or any other statutory enactments, rules, the provisions of SEBI PIT Regulations or statutory enactments, rules shall prevail over this Code. Any subsequent amendment / modification in the SEBI PIT Regulations and/or applicable laws in this regard shall automatically apply to this Code.
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The Compliance Officer  
 Arrow Greentech Limited  
 Mumbai

**ANNEXURE I**  
 Date: \_\_/\_\_/\_\_\_\_

**Sub: Application for Pre-clearance of Trade**

Dear Sir/Madam,

I intend to deal in the Securities of Company. Detailed particulars of Proposed Transaction are as follows:

S No	Particulars	Details
1	Name :	
2	Department & Employee Code :	
3	PAN :	
4	NSDL or CDSL DPID-Client Id :	
5	Name(s) of Account Holder(s) :	
6	Relation with Designated Employee :	
7	No of securities held (including those held by immediate relatives) before proposed transaction	
8	Nature of Proposed Transaction :	
9	Estimated number of securities to be dealt in proposed Transaction (including immediate relative	
10	Estimated value of securities to be dealt in proposed Transaction (including by immediate relatives)	
11	Reason for proposed Transaction	

I hereby state that:

1. I do not have any "Unpublished Price Sensitive Information" ("UPSI") up to the time of signing this undertaking;
2. In case, I receive any UPSI after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public;
3. I have not contravened the provisions of the Code as notified by the Company from time to time;
4. I have made full and true disclosure in the matter;
5. I will execute the order in respect of the securities within 7 trading days after approval is granted by Compliance Officer, failing which I shall apply for pre-clearance again from the Compliance Officer;
6. I shall not execute a contra-trade for a minimum period of 6 months. If a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

You are requested to pre-clear the above transaction.

Thanking You,  
 (Signature)

**Approved**  
  
**Officer**

**Approved / Not**  
  
**Compliance**

.....  
 It is critically important that the Applicant/ Employee sends the below confirmation IMMEDIATELY after completing the transaction or non-execution of transaction by an e-mail to the Compliance Officer at [poonam@arrowgreentech.com](mailto:poonam@arrowgreentech.com), followed by dispatching the form, duly signed. (Strikethrough, whichever is not applicable)

**CONFIRMATION OF DEALING**

I confirm that the share dealing was completed on \_\_/\_\_/\_\_\_\_ (DD/MM/YYYY) by buying/selling of \_\_\_\_\_ equity shares  
 Contract Note in this regard is enclosed herewith.

(Signature)



The Compliance Officer  
 Arrow Greentech Limited  
 Mumbai

**Sub: Annual Disclosure of Securities held pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015**

Sirs/Madam

In reference to subject captioned above, following are the details of the undersigned for your records and perusal:

**Table-1 : Mandatory**

Self & Spouse	Self	Spouse
Name		
Shareholding in Arrow Greentech Limited		
DP ID/ Client ID /Folio No.		
PAN		
Mobile/ Landline No.		
Institute/ College & University		
Qualification		
Name of previous employer		

**Table-2 : Refer Note 2**

Immediate Relatives	Father	Mother	Son	Daughter	Brother	Sister	HUF or Firm
Name							
Shareholding in Arrow Greentech Limited							
DP ID/ Client ID /Folio No.							
PAN							
Mobile/ Landline No.							
Institute/ College & University							
Qualification							
Name of previous employer							

**Table-3 : Refer Note 3**

Other Connected Person
Name
Shareholding in Arrow Greentech Limited
DP ID/ Client ID /Folio No.
PAN
Mobile/ Landline No.
Institute/ College & University
Qualification
Name of previous employer

Date :  
 Place:

Signature: \_\_\_\_\_  
 Name :  
 Salary Code :

1. Required on One-time basis. Employees who have already provided these details may ignore.
2. Information is required to be filled for those, who are either dependent financially on designated person, or consults the designated person in taking decisions relating to trading in securities.
3. Information is to be given by designated person for those persons with whom designated person has a material financial relationship. "Material financial relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions