



**Orient Green
Power Company
Limited**

CODE OF CONDUCT TO REGULATE MONITOR AND REPORT TRADING BY INSIDERS



CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS

OBJECTIVE OF THE CODE

The Code is formulated to regulate, monitor and report trading by Designated Persons and their immediate relatives and to prevent misuse of Unpublished Price Sensitive Information (“UPSI”) by Insiders and Connected Persons.

PREAMBLE

The Securities and Exchange Board of India (“SEBI”) has, in pursuance of the powers conferred on it under the Securities and Exchange Board of India Act, 1992, notified a new Regulation for prohibition of Insider Trading, viz., SEBI (Prohibition of Insider Trading) Regulations, 2015 (“the Regulations”), **shall come into force with immediate effect.**

The Company, being a listed company, is required to comply with the minimum standards prescribed by the Code for the purpose of regulating, monitoring and reporting Trading by insiders. The Board has adopted this code in accordance with the SEBI (PIT) Regulations.

1. DEFINITIONS

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

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

1.3 “**the Code**” or “**Code of Conduct**” shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by insiders of M/s Orient Green Power Company Limited, as amended from time to time.

1.4 “**Company**” means M/ s Orient Green Power Company Limited.

1.5 “**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 these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be.

1.6 “Connected Person” means,-

- (i) any person who is or has been, during the six months prior to the concerned act, associated with a 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 unpublished price sensitive information or is reasonably expected to allow such access

- (ii) In addition to the above, the following category of persons shall be deemed to be

Connected Persons unless the contrary is established:

- I. a Relative* of Connected Persons specified in clause (i); or
 - II. a holding company or associate company or subsidiary company
 - III. an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - IV. an investment company, trustee company, asset management company or an employee or director thereof; or
 - V. an official of a stock exchange or of clearing house or corporation; or
 - VI. a member of board of trustees of a mutual fund or a member of the Board of Directors of the asset management company of a mutual fund or is an employee thereof; or
 - VII. a member of the Board or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
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- VIII. an official or an employee of a self-regulatory organization recognised or authorized by SEBI; or
 - IX. a banker of the company; or
 - X. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his Relative* or banker of the company, has more than 10% of the holding or interest.
 - XI a firm or its partner or its employee in which a connected person specified in (i) is also a partner; or
 - XII a person sharing household or residence with a connected person specified in (i).e

* 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)

NOTE: It is intended that the relatives of a "connected person" too become connected persons for the purpose of these regulations. It is a rebuttable presumption that a connected person had UPSI

1.7 Designated Persons' shall mean

- (i) **Directors of the Company.**
 - (ii) **All promoters and promoter group of the Company.**
 - (iii) **Officers as defined in the Companies Act, 2013 as amended from time to time.**
 - (iv) **All employees in the grade of M2 and above of the Company and its material subsidiaries.**
 - (v) **All employees of the Company and its material subsidiaries who have access to UPSI in various business divisions and functions including Finance, IT and Secretarial as may be determined by the respective business / functional heads jointly with the Compliance Officer on the basis of the role/function in addition to seniority and professional designation.**
 - (vi) **Any other Person as may be specified by the Compliance Officer / Managing**
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Director of the Company from time to time.

For the purpose of this Code, material subsidiary shall mean a subsidiary, as defined under Company's policy for determining material subsidiary.

1.8 "**Dealing in Securities**" means an act of trading in the securities such as subscribing to, buying, selling, or agreeing to subscribe to, buy, sell, pledging, etc when in possession of unpublished price sensitive information of the Company either as principal or agent.

1.9 "**Derivative**" "includes—

- (i) a security derived from a debt instrument, share, loan, whether secured or unsecured, risk instrument or contract for differences or any other form of security;
- (ii) a contract which derives its value from the prices, or index of prices, of underlying securities.

1.10 "**Director**" means and includes every Director on the Board of the Company.

1.11 "**Employee**" means every Employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.

1.12 "**Fiduciaries**" mean Professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising the Company shall be collectively referred to as fiduciaries.

1.13 "**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 the website of a stock exchange, would ordinarily be considered generally available.

1.14 "**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

1.15 "**Insider** " means any person who is:

- i. a Connected Person; or
- ii. in possession of or having access to UPSI (as defined in Clause 1.29 below).

NOTE: Since "generally available information" is defined, it is intended that anyone in

possession of or having access to unpublished price sensitive information should be considered as an "insider" regardless of the manner in which one came into possession of or had access to such information. Various circumstances are provided to enable such a person to demonstrate that he has not indulged in insider trading. Therefore, this definition is intended to bring within its reach any person who is in receipt of or has access to unpublished price sensitive information. The onus of showing that a certain person was in possession of or had access to unpublished price sensitive information at the time of trading would, therefore, be on the person leveling the charge after which the person who has traded when in possession of or having access to unpublished price sensitive information may demonstrate that he was not in such possession or that he has not traded or he could not access or that his trading when in possession of such information was squarely covered by the exonerating circumstances.

1.16 **"Key Managerial Personnel"** means a person as defined in Section 2 (51) of the Companies Act, 2013 **and the rules issued thereunder or any modification thereof.**

1.17 **"Non- Trading Period"** means:

- (i) the period, i.e., the number of Trading Days, before and after the date of a meeting of the Board or shareholders of the Company where 'UPSI' (as defined in Clause 1.28 below) is to be considered as provided under Clause 5 of the Code; or
- (ii) such other period(s) as may be decided and notified by the Compliance Officer.

1.18 **"Promoter"** means a person defined as a Promoter under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

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

1.20 **"Securities Exchange Board of India" or "SEBI"** means the regulatory body for the investment market in India, constituted under the resolution of the Government of India in the Department of Economic Affairs.

1.21 **"Securities"** shall have the meaning assigned to it under the Section 2(h) of the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof

1.22 **"Specified"** means specified by SEBI in writing.

1.23 **"Stock Exchanges"** shall include BSE Limited (BSE) and, The National Stock Exchange of India Limited (NSE) where the Securities of the Company are currently listed.

1.24 **"Takeover Regulations"** means the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.

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- 1.25 "**Trading**" means and includes subscribing, buying, selling, redeeming, switching, dealing, or agreeing to subscribe, buy, sell, redeem, switch, deal in any securities and "trade" shall be construed accordingly
- 1.26 "**Trading Day**" means a day on which the recognized stock exchanges are open for Trading.
- 1.27 "**Trading Plan**" shall mean a plan for trades to be executed in the future by persons who have perpetual access to the UPSI.
- 1.28 "**Trading Window**" shall mean the window available for Trading in the Securities of the Company.
- 1.29 "**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 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, de-listings, 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;
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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.

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

Words and expressions used and not defined in the Regulations but defined in the Act, the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and Rules and Regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

2 TRADING BY INSIDERS – COMMUNICATION/RESTRICTIONS/EXEMPTIONS

2.1 Communication of UPSI:



2.1.1 No Insider shall communicate, provide or allow access to UPSI, relating to the Company or its Securities, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

2.1.2 No person shall procure from or cause the communication by any Insider of UPSI, relating to the Company or its Securities, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Explanation - For the purpose of illustration, the term "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 these regulations.

2.1.3 The Insiders who are in possession of UPSI are required to handle such information with care and to deal with the information with them when transacting their business strictly on a need-to-know basis.

2.1.4 Need-to-Know

(i) "need to know" basis means that UPSI should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

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

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

2.1.6 No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of Securities of the Company.

2.1.7 Notwithstanding anything contained in this regulation, an UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would;

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- (i) entail an obligation to make an open offer under the takeover regulations where the board is of informed opinion that sharing of such information is in the best interests of the company;
 - (ii) not attract the obligation to make an open offer under the takeover regulations but where the board is of informed opinion that sharing of such information is in the best interests of the company and the information that constitute UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts

2.1.8 The board of directors shall ensure that a structured digital database is maintained containing the nature of UPSI and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the (PAN) Permanent Account Number or any other identifier authorized by law where PAN is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

Provided that entry of information, not emanating from within the organisation, in structured

digital database may be done not later than 2 calendar days from the receipt of such information

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

The following guidelines shall be followed while dealing with analysts 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
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meet.

2.2 Exemptions to communicate the UPSI:

UPSI may be communicated, provided, allowed access to or procured, in the following cases:

2.2.1 Open Offer as per the Takeover Regulations where the Board is of the informed opinion that such an offer is in the best interests of the Company.

2.2.2 Not an Open Offer as per the Takeover Regulations but where the Board is of the informed opinion that the proposed transaction is in the best interests of the Company. If the information that constitutes UPSI is disseminated to be made generally available at least 2 Trading Days prior to the proposed transaction being effected in such form as the Board may determine. However, the Board would cause public disclosures of such UPSI well before the proposed transaction to rule out any information asymmetry in the market.

2.3 For the purpose of the aforementioned exemptions, the parties involved shall execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential and shall not otherwise trade in securities of the Company when in possession of UPSI.

2.4 Chinese Wall

In order to prevent the misuse of confidential information the organisation/firm shall adopt a “Chinese Wall” policy which separates those areas of the organisation/firm which routinely have access to UPSI, considered “inside areas” from those areas which deal with sale/marketing/investment advise or other departments providing support services, considered “public areas”.

The information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purpose, performance of duties or discharge of legal obligations. The code of conduct shall contain norms for appropriate Chinese Walls procedures and processes for permitting any designated person to “cross the wall”.

3 COMPLIANCE OFFICER

3.1 The Company has appointed the Company Secretary as the Compliance Officer who

shall report to the Board and shall provide reports to the Chairman of the Audit Committee at such frequency as may be stipulated by the Board.

The Compliance Officer shall at quarterly interval prepare a report on insider trading to the Board and in particular, will submit a report to the Chairman of Audit Committee, instances of violation of the Code or the Regulations by any person and on the disclosures, Trading Plans and pre-clearances approved and rejected on the basis of information furnished at a frequency as may be stipulated by the Board.

Contents of the Report

The Report shall contain all relevant details including, without prejudice to the generality thereof:

- i. Instances of violation of the Code or the Regulations by any person;
- ii. Disclosures;
- iii. Trading Plans; and
- iv. Pre-clearances approved and rejected.

3.2 The Compliance Officer shall, prior to approving any trade, be entitled to seek declaration to the effect that the applicant for pre-clearance is not in possession of any UPSI. He/she shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

3.3 Trading Plan for prevention of misuse of UPSI:

3.3.1 An insider shall be entitled to formulate a Trading Plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

3.3.2 Trading shall be commenced only after one hundred and twenty (120) calendar days from the public disclosure of the Trading Plan.

3.3.3 The Compliance Officer shall review the Trading Plan to assess whether the plan would have any potential for violation of the Regulations

3.3.4 The Compliance Officer shall have the right to seek express undertakings to enable

assessment of the Trading Plan and approve the same.

3.3.5 Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

3.3.6 Trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan

3.3.7 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.

In case of non-implementation (full/partial) of trading plan due to either of the above reasons failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

(i) The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.

(ii) Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee

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

(iii) The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.

(iv) 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.

3.3.8 The Securities outside the scope of Trading Plan shall not be dealt with by the Insiders.

3.3.9 The implementation of the Trading Plan shall not be commenced if 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. In such event, the Compliance Officer shall confirm that the commencement ought to be deferred until such UPSI becomes generally available information.

3.3.10 The Trading Plan shall not overlap any period for which another Trading Plan is already in existence.

3.3.11 The Trading Plan shall state the following:

- Value of trade / number of securities to be traded;
- Nature of the trade;
- specific date or time period not exceeding five consecutive trading days.
- price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
 - 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 twenty per cent 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 twenty per cent lower than such closing price.

the insider shall execute the trade only if the execution price of the security is within above price limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed

3.3.12 The Trading Plan shall not entail Trading in Securities for market abuse.

3.3.13 Unpublished price sensitive information not emanating from within the Listed Company, trading window may not be closed

3.4 Disclosure of Trading Plan:

3.4.1 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.

3.5 Pre- Clearance of Trade:

3.5.1 All Designated Persons shall when the Trading Window is open, trade only subject to pre- clearance by the Compliance Officer, by sending the request for approval in **Form I**. The request can be sent by email to secretarial@orientgreenpower.com.

3.5.2 The Compliance Officer shall have the authority to ask for further information, if deemed necessary and it shall be obligatory for the Specified Person to immediately furnish the information sought for by the Compliance Officer.

3.5.4 Prior to approving any trade, the Compliance Officer shall be entitled to seek declaration to the effect that the applicant for pre-clearance is not in possession of any UPSI. He/she shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

3.5.5 The trades that have been pre-cleared shall be executed in not more than Seven (7) Trading Days by the Specified Person, failing which fresh pre-clearance would be needed for the trades to be executed.

3.5.6 Designated Persons who have obtained the pre-clearance are required to submit a report of the transactions done (including a NIL report, if no transaction is done) within 7 days from the expiry of the specified time period to Compliance Officer.

3.5.7 The application for pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance and for reporting level of holdings in securities at such intervals shall be provided in **Form I** which is attached to this Code.

3.6 Other Restrictions:

3.6.1 All Designated Persons who buy or sell Securities of the Company shall not enter into an opposite transaction (contra trade) i.e. sell or buy Securities during the 6 months period post the previous buy/sell.

3.6.2 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 the Regulations.

3.6.3 If an opposite transaction (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.

4 TRADING OF SECURITIES OF THE COMPANY

4.1 Trading while in possession of UPSI:

4.1.1 No Insider shall trade in Securities of the Company when in possession of UPSI, provided that the Insider may prove his/her innocence by demonstrating the circumstances including the following:

- The transaction is an off-market inter-se transfer between insiders who were in possession of the same UPSI without being in breach of restrictions imposed on communication and Trading by Insiders and both parties had made a conscious and informed trade decision.

Provided that such UPSI was not obtained under restrictions imposed on communication and Trading by Insiders.

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 and both parties had made a conscious and informed trade decision

- the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

- the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

- In case of non- individual Insiders :

- a) The individuals who were in possession of such UPSI were different from the individuals taking Trading decisions and such decision making individuals were not in possession of such UPSI when they took the decision to trade; and

- b) Appropriate and adequate arrangements were in place to ensure that the Regulations are not violated and no UPSI 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 trades were pursuant to a Trading Plan set up in accordance with the Regulations/Code.

4.1.2 In the case of Connected Persons the onus of establishing, that they were not in possession of UPSI, shall be on such Connected Persons and in other cases, the onus would be on SEBI.

4.1.3 SEBI may specify such standards and requirements, from time to time, as it may deem necessary for the purpose of the Regulations.

5 NON- TRADING PERIOD

5.1 The Company shall specify a period, to be called "Non-Trading Period", for not to trade in the Company's Securities. Any other period shall be Trading Period for the purpose of the Code. **Designated Persons and their Immediate Relatives** shall not trade in Company's Securities during the Non -Trading Period.

5.2 The Compliance Officer shall by way of e- mail, communicate the date of the Board Meeting to the Designated Persons. It shall be the onus of the Designated Persons to communicate the Non- Trading Period to their Immediate Relatives.

5.3 Events as mentioned in Clause 1.29 shall be deemed to be UPSI

"Non-Trading Period" may either be pre-determined in advance or may be determined from time to time on the occurrence or likelihood of occurrence of any special event, which may include any of the aforesaid events as specified in 5.3.

The Non – Trading Period will end 48 hours after the Board Meeting to consider the relevant management decision.

5.4 Special Non – Trading Period for certain Employees

Since special events which give rise to event based Non-Trading Period, may require certain pre-work involving certain Employees concerned, such Employees may be subject to an additional Non- Trading Period, commencing when they are assigned the required pre-work responsibility. This would be notified to the Employees concerned and this additional Non-Trading Period would apply only to the Employees concerned and the management personnel involved in the decision. Such Employees/management personnel are required not to disclose the fact of the special Non- Trading Period to others; so that Employees are generally not made aware that some special event is under consideration.

5.5 The timing for re-opening of the Trading Window shall be determined by the Compliance Officer taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than 48 hours after the information becomes Generally Available.

5.6 All Designated Persons of the Company shall conduct all their dealings in Securities only during the Trading Period and shall not deal in any transaction involving the purchase or sale of Securities during the Non – Trading Period, as referred above or during any other period as may be specified by the Company from time to time

5.7 In case of ESOPs, the exercise of an option may be allowed during the Non-Trading Period. However, sale of Securities allotted on the exercise of ESOPs shall not be allowed during Non-Trading Period.

6 DISCLOSURES OF TRADING BY INSIDERS

6.1 Initial Disclosure

Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter or member of the Promoter Group shall disclose his/her holding of Securities of the Company as on date of appointment or becoming a Promoter, to the Company / Compliance Officer within seven (7) days of such appointment or becoming a



Promoter in Form B. Designated Persons are also required to make the initial disclosure within the said period of seven (7) days of their appointment/ designation as a designated person of the Company in Form B.

In the event a new Immediate Relative comes into being or any existing Immediate Relative ceasing to be dependent, the concerned Designated Person shall forthwith give a notice in writing of such changes to the Compliance Officer.

The above timelines are also subject to the timelines prescribed by SEBI for system driven disclosures from time to time.

6.2 Continual Disclosures

Disclosure of Securities of the Company acquired or disposed of by a Promoter, member of the Promoter Group, Designated person and Director of the Company, shall be made, in case the value of Securities so traded, whether in one transaction or a series of transactions over a calendar quarter, aggregates to a Traded value in excess of Rs.10 lakhs (Rupees Ten lakhs) or such other value as may be specified, within two (2) Trading Days of such transaction in Form C. Particulars of such trading shall be reported by the Company to the stock exchanges on which Securities are listed within two (2) Trading Days of receipt of the disclosure or becoming aware of such information.

The disclosure of the incremental transactions after any disclosure under this Clause, shall be made when the transactions effected after the prior disclosure given in a calendar quarter cross the threshold specified above.

The Company may, at its discretion require any other Connected Persons or a class of Connected Persons to make disclosures of holdings and trading in Securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with these Regulations in Form D.

The Compliance Officer shall maintain records of all the declarations received in the prescribed forms for a minimum period of five years.

The Compliance Officer shall place before the Board of the Company, on a quarterly basis, all the details of the dealing in the Company's Securities by Designated Persons. The above report will also include reporting of pre-clearances not granted, decisions taken not to Trade after securing pre-clearances.

Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on an annual basis and as and when the information changes;

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- a) Immediate relatives;

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- b) Persons with whom such designated person(s) shares a material financial relationship; and
 - c) Phone, mobile and cell numbers which are used by them.

Designated persons are required to disclose, the names of educational institutions from which they have graduated and names of their past employers.

Explanation – The term “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 annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.

Any off-market inter-se trades between insiders shall be reported by the insiders to the Company within two working days (Threshold of Rs. 10 Lakhs shall not be applicable for off-market inter-se transfers i.e., all off-market transfers shall be reported to the Company within 2 trading days.)

6.3 Disclosures by other connected persons.

Any company whose securities are listed on a stock exchange may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with these regulations.

7 PENALTY FOR CONTRAVENTION OF THE CODE

7.1 Any Designated Person who trades in securities or communicates any information for Trading in Securities, in contravention of the Code may be penalized and appropriate action may be taken by the Company.

7.2 Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include warning, monetary fine, wage freeze, suspension, recovery, ineligibility for future participation in ESOP, etc. at the sole discretion of the Company.

7.3 The action taken by the Company in terms of the penalty provisions shall not preclude SEBI from taking any action in case of violation of the Regulations.

8 INFORMATION TO SEBI IN CASE OF VIOLATION AND CONSEQUENCES OF DEFAULT UNDER SEBI REGULATIONS

8.1 In case it is observed by the Compliance Officer that there has been a violation of the Code by any person, then the violation shall be informed by the Compliance Officer to the Board promptly.

8.2 If any Insider who,—

- (i) either on his own behalf or on behalf of any other person, deals in securities of a body corporate listed on any stock exchange on the basis of any UPSI; or
- (ii) communicates any UPSI to any person, with or without his request for such information except as required in the ordinary course of business or under any law; or
- (iii) counsels, or procures for any other person to deal in any securities of anybody corporate on the basis of UPSI, shall be liable to a penalty which shall not be less than Rs. 10 lakhs but which may extend to Rs. 25 Crore or three times the amount of profits made out of insider trading, whichever is higher.

9 AMENDMENT

The Board reserves its right to amend or modify the Code in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the concerned unless the same is notified in writing.

10 CONCLUSION

All Designated Persons/ Insiders are advised to familiarize themselves with the SEBI Regulations and comply with the same, as well as with the Code; both in letter and in spirit. Designated Persons are also advised to ensure compliance by their Immediate Relatives.



For any assistance or clarifications, kindly contact the Compliance Officer of the Company at secretarial@orientgreenpower.com or at the following address M/s Orient Green Power Company Limited, Bascon Futura SV, No 10/1, 4th Floor Venkatanarayana Road, T. Nagar, Chennai 600017

Amended: April 30, 2025

Amended: January 24, 2025

Amended: August 14, 2024

Amended: April 29, 2019

Policy Framed: May 27, 2015

FORM I

APPLICATION FOR PRE-CLEARANCE

The Compliance Officer
Name of the Company
Address



Dear Sir

Sub: Application for seeking pre-clearance to deal in the Securities of the Company

In pursuance to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code, I seek your approval for trading in the Securities of the Company as per the details given below. I understand that the term “trade” or “trading” hereunder includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in securities – even transactions such as creation of security interest or pledge are covered.

S. No	Description		Particulars
1.	<ul style="list-style-type: none">Name of the applicantPermanent account number	: :	
2.	Designation	:	
3.	Number and value of Securities of the Company held as on date.	:	
4.	Nature of Securities held	:	
5.	Mode in which the Securities are held	:	
6.	The proposal is for himself / herself through his/ her immediate relatives	:	
7.	Proposed date of dealing in Securities of the Company	:	
8.	Nature of proposed dealing	:	*a. Purchase of securities *b. Subscription to securities *c. Sale of securities
9.	Estimated number of Securities proposed to be acquired / subscribed / sold	:	
10.	Price at which the transaction is proposed	:	
11.	Current market price (as on the date of application)	:	
12.	Whether the proposed transaction to be undertaken on market or off market	:	
13.	If the Securities are held / proposed to be dealt in dematerialized form	:	



S. No	Description		Particulars
14.	DP ID	:	
15.	Client ID Number	:	

I/ We hereby declare that I shall execute my / our order in respect of Securities of the Company within 1 (one) week after the approval of pre-clearance is given. If the order is not executed within 1 (one) week after the approval is given, I undertake to obtain pre-clearance for the transaction again.

I/ We attach herewith the undertaking signed by me/ us.

Place :

Date :

Signature

** Strike whichever is not applicable*

FORM II

UNDERTAKING (PART OF PRE-CLEARANCE APPLICATION)

This undertaking is executed on this day of 202..... with reference to my application for the pre-clearance of trade in the Securities of Orient Green Power Company Limited, hereinafter called "Company"

I,, Promoter of the Company, residing at, desirous of dealing in number of equity shares of the Company as mentioned in my / our application dated for pre-clearance of the transactions and do hereby give an undertaking in favour of Orient Green Power Company Limited, "Bascon Futura SV, No 10/1, 4th Floor Venkatanarayana Road, T. Nagar, Chennai 600017"

I further declare that we are not in possession of or otherwise privy to any UPSI upto the time of signing this undertaking.

All capitalized words used herein but not defined shall have the same meaning assigned to them in the Company's Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons ("Code").

- (1) THAT we have received and read the Code;
- (2) THAT as on the date we hold equity shares of Rs./- each of the Company;
- (3) THAT we neither have access to nor received any 'UPSI' upto the time of signing this undertaking;



- (4) THAT we would refrain from dealing in the Company's Securities if we / my relatives gained access to or receive any 'UPSI', after the date of signing this undertaking but before the execution of transaction, till such time the information becomes the general available information;
- (5) THAT we have never contravened the stipulations laid down in the Code for prevention of insider trading, from time to time;
- (6) THAT we undertake to submit that necessary report within 2 (two) Trading Days of execution of the transaction / a 'nil' report, if the transaction is not undertaken. If approval is granted, I / my immediate relatives shall deal in/ execute the trade within 7 (seven) days of the receipt of the pre-clearance failing which we / our Promoter group entities shall re-apply for pre-clearance.

THAT to the best of my knowledge, I / my immediate relatives have made complete and full disclosure of my / my immediate relatives dealing in Securities of the Company from time to time.

Place :

Date :

Signature

This undertaking is required to be given by any Designated Person(s) when he/ she intends to deal in shares of the Company, in excess of the threshold limit, along with the application for pre-clearance.

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on a Key Managerial Personnel/Director/Promoter/Member of the promoter group]

Name of the company: Orient Green Power Company Limited

ISIN of the company: INE999K01014

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter Group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No.	



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Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:



FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) – Continual Disclosure]

Name of the company: Orient Green Power Company Limited

ISIN of the company : INE999K01014

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN, & address with contact nos.*	Category of Person (Promoter/member of the promoter group/designated person/Director s/immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/disposal of shares, specify	Date of intimation to company	Mode of acquisition/disposal (on market/public/rights/preferential offer/off market/Inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others-please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding				

Name –

PAN:

CIN:

Address:

Contact No

Note: (i) “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015

(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)	Exchange on which the trade was executed
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Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts lot size) *	Notional Value	Number of units (contracts lot size) *	

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:

FORM D

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (3) transactions by other connected persons as identified by the Company]

Name of the company: Orient Green Power Company Limited

ISIN of the company : INE999K01014

Details of trading in securities by other connected persons as identified by the Company



Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the Company	Connection with the Company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/disposal of shares, specify	Date of intimation to company	Mode of acquisition/disposal (on market/public/rights/preferential offer/off market/Inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others-please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding				

Name –

PAN:

CIN:

Address:

Contact No

- Note: (i) “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015
(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by other connected persons as identified by the Company.

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	



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Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:
