



POLICY FOR PROHIBITION OF INSIDER TRADING

OF

PARAG MILK FOODS LIMITED

PREAMBLE:

The Securities and Exchange Board of India (SEBI), has formulated SEBI (Prohibition of Insider Trading) Regulations, 2015 ('Regulations'), which is applicable to all companies whose shares are listed on Indian stock exchanges, in its endeavour to protect the interests of stakeholders and to avoid the misuse of the Unpublished Price Sensitive Information in the day to day business affairs.

Parag Milk Foods Limited ('Company'/'Listed Entity' has pursuant to the Regulations adopted a Policy for Prohibition of Insider Trading ('Policy/Code") to prohibit insider trading of securities, maintenance of confidentiality of Price Sensitive Information and in adherence to the SEBI applicable guidelines to establish internal procedure for regulating, monitoring and reporting of trading by Insiders for Prohibition of Insider Trading by Promoters / Directors / Designated Employees / Connected Persons of the Company, in relation to the securities of the Company.

EFFECTIVE DATE:

This policy was approved by the Board of Directors at its meeting held on January 14, 2016 and the same was applicable to the Company from the date of its listing with BSE Ltd. (BSE) and National Stock Exchange of India (NSE) i.e. with effect from May 16, 2016.

This policy was subsequently revised by the Board of Directors at its meeting held on February 2, 2019 (effective from April 1, 2019), August 5, 2023, January 30, 2025 and July 21, 2025.

BSE and NSE are hereinafter together referred to as "the stock exchanges".

DEFINITIONS

"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monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board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;

Explanation For the purpose of the above, “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.”

CONNECTED PERSON

- (i) any person who is or has during the 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 or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information (UPSI) or is reasonably expected to allow such access

“Connected Person,” includes

- i. A Director of the Company;
- ii. A Key Managerial Personnel of the Company;
- iii. An Officer of the Company;
- iv. Any person who is or has been in a contractual or fiduciary or employment relationship at any time in the six month period to the date of determining whether that person, as a result of such relationship, was, directly or indirectly, (x) allowed access to UPSI or (y) reasonably expected to be allowed access to UPSI;
- v. An employee of the Company who has access to UPSI or is reasonably expected to have access to UPSI;
- vi. Any person who has a professional or business relationship and that relationship that, directly or indirectly, (x) allows access to UPSI or (y) is reasonably expected to allow access to UPSI;

The person enumerated below shall be deemed to be Connected Persons if such person has access to UPSI or is reasonably expected to have access to UPSI

- a. An Relative of Connected Persons;
- b. A holding company or associate company or subsidiary company;
- c. An intermediary as specified in section 12 of the SEBI 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 cooperation;
- f. A member of board of trustee of 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 director 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 the Board
- i. A banker of the Company;
- j. A concern, firm, trust, Hindu undivided family, company or association of person wherein a director of the Company or his relative or banker of the Company, has more than ten percent of the holding or interest.
- k. Firm or its partners or its employee in which a connected person is also a partner.
- l. Person sharing household or residence with a connected person.

RELATIVE

“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)

DESIGNATED PERSON

The term “Designated person” shall consist of, Connected Persons who are:

- i. Promoter of the Company;
- ii. All Directors, Executive and Non – Executive and Key Managerial Personnel (KMPs);
- iii. Directors and KMPs of the subsidiaries of the Company;
- iv. All Functional Heads posted at the Corporate Office of the Company;
- v. All Unit Heads of the Company;
- vi. Employees at Senior Manager level and above in the Finance, Accounts, Corporate Planning and Strategy Departments;

- vii. Chief Executive Officer and employees upto two levels below Chief Executive Officer, intermediary, fiduciary and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
- viii. Employees of material subsidiaries of the Company designated on the basis of their functional role or who may have access to unpublished price sensitive information;
- ix. Executive Secretaries of Directors and any support staff, intermediary or fiduciary such as IT staff or secretarial staff who have access to unpublished price sensitive information;
- x. Any other connected Person designated by the Company on the basis of their functional role; and
- xi. Immediate Relatives of (i) to (x) above.

Note: All the obligations/responsibilities with respect to Immediate Relatives as specified in (xi) above, shall devolve upon persons specified in (i) to (x) above

DIRECTOR

“Director” means a member of the Board of Directors of the Company.

“DEALING IN SECURITIES” means an act of subscribing to buying, selling or agreeing to subscribe to, buy, sell or deal in securities of the Company either as principal or agent.

“EMPLOYEE” means every employee of the Company including the Directors in the employment of the Company.

IMMEDIATE RELATIVE

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

INSIDER

“An insider means any person who is:

- i) A connected Person or
- ii) In possession of or having access to UPSI.”

KEY MANAGEMENT PERSONNEL

“Key Managerial Personnel” shall have the meaning assigned to it under the Companies Act, 2013.

1. the Managing Director, or the Chief Executive Officer or the Manager
2. the Company Secretary
3. the Whole Time Director;

4. the Chief Financial Officer;
5. such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
6. such other officer as may be prescribed.

“senior management” shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.

PROMOTER

“Promoter” shall have the meaning assigned to it 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

SECURITIES

“Securities” shall have the meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 or any modification thereof except units of mutual fund.

PROHIBITED PERIOD

means;

- (i) The trading window shall generally be closed for all Insiders from the end of every quarter till 48 hours after the announcement / declaration of financial results of the Company for every quarter is made by the Company to the Stock Exchanges.
- (ii) Such other period as may be specified by the Compliance Officer from time to time in consultation with the Chairman / Managing Director.

Free Period means any Period other than the “Prohibited Period”

TRADING

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

“TRADING DAY” means a day on which the recognized stock exchanges are open for trading.

“UNPUBLISHED PRICE SENSITIVE INFORMATION” or “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, delisting, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
- v. changes in key managerial personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- vi. change in rating(s), other than ESG rating(s)
- vii. fund raising proposed to be undertake
- viii. agreements, by whatever name called, which may impact the management or control of the company
- ix. fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad
- x. resolution plan/ restructuring or one time settlement in relation to loans/ borrowings from banks/ financial institutions
- xi. admission of winding-up petition filed by any party/ creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016
- xii. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting misstatement 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 indemnify or becoming a surety, by whatever name 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.

“LEAK OF UPSI”

shall refer to such act / circumstance(s) by virtue of which an UPSI is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof.

Explanation: It covers the instances where the UPSI has been shared by a person to any person, association, body, firm, agency, society, entity or to a group thereof except in compliance with applicable law.

Words and expressions used and not defined in this code but defined in the Securities and Exchange of India Act, 1992, the Securities Contract (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

PROHIBITION ON COMMUNICATING OR PROCURING UPSI

An Insider shall not

- i. Communicate, provide, or allow access to any UPSI, relating to the Company or its securities listed or proposed to be listed to any person including other insiders, except to the extent allowed by the code:

- ii. Procure from or cause the communication by an Insider or 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.

Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purpose of the code and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with the Regulations.

However, nothing contained above shall be applicable when an UPSI may be communicated provided, allowed access to or procured in connection with transaction that would-

- (i) In furtherance of legitimate purpose, performance of duties or discharge of legal obligations pursuant to appropriate confidentially and non-disclosure agreement being executed
- (ii) entail an obligation to make an open offer under the takeover regulations where the board of directors of the Company is of informed opinion that the sharing of such information is in the best interests of the Company.

Appropriate Chinese wall measures are employed to safeguard confidentiality of all unpublished confidential information, to prevent any leakage of corporate inside information, intended to prevent the sharing of information that might lead to ethical or legal violations or conflict of interest, or any such misuse of information.

PROHIBITION ON INSIDER TRADING

An Insider shall not, directly or indirectly, –

- i. Trade in securities that are listed or proposed to be listed when in possession of UPSI;
- ii. Trade in securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI.

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 insider may prove his innocence by demonstrating the circumstances including the following:

- (a) a transaction that is an off-market inter-se transfer between insiders who were in possession of the same UPSI without being in breach of the Regulations and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained under sub-regulation (3) of regulation 3 of these regulations

Such off-market trades shall be reported by the insiders to the company within two working days. Every 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

- (b) 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;

Provided that such unpublished price sensitive information was not obtained by either person under sub-regulation (3) of regulation 3 of these regulations.

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

- (d) 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.

- (e) The trades were pursuant to a trading plan set up by the Company.

- (f) In the case of non-individual insiders: –

- (a) 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

- (b) 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;

- 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.
- The Board may specify such standards and requirements, from time to time, as it may deem necessary for the purpose of these regulations.
- The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number 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.

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.

TRADING WINDOW

- 1) The Compliance Officer shall notify a 'trading window' during which the Designated Persons may Trade in the Company's securities after securing pre-clearance from the Compliance Officer in accordance with this code.
- 2) Designated Persons shall not Trade in the Company's securities when the trading window is closed.
- 3) The trading window shall generally be closed for all Insiders from the end of every quarter till 48 hours after the announcement / declaration of financial results of the Company for every quarter is made by the Company to the Stock Exchanges.
- 4) Additionally, the trading window shall be closed in particular for a Designated Person or class of Designated Persons when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI, for such periods as determined by the Compliance Officer.
- 5) The trading window may be re-opened after closure, not earlier than 48 hours after the UPSI in question becomes generally available.

PRE-CLEARANCE OF TRADING

- 1) Designated Persons may trade in the securities of the Company when the trading window is open, after obtaining approval of the Compliance Officer by submitting an application as per **Annexure 1** and an undertaking as per **Annexure 2**
- 2) The Compliance Officer shall not approve any proposed Trade by Designated Person if the Compliance Officer determines that such Designated Person is in possession of

UPSI even though the trading window is open.

- 3) The Compliance Officer may, after being satisfied that the application and undertaking are true and accurate, approve Trading by a Designated Person, on the condition that the Trade so approved shall be executed within seven trading days following the date of approval.
- 4) The Designated Person shall, within two days of the execution of the Trade, submit the details of such Trade to the Compliance Officer as per **Annexure 3**. In case the transaction is not undertaken, a report to that effect shall be filed in the said form.
- 5) If the pre-cleared Trade is not executed within seven trading days after the approval is given, the Designated Person must secure pre-clearance of the transaction again.
- 6) A Designated Person who Trades in securities without complying with the preclearance procedure as envisaged in this code or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to the penalties as envisaged in the Regulations.
- 7) Provisions mentioned above shall apply to (i) any Trade involving aggregate value of Rs. 5 Lakh in a calendar quarter; (ii) every incremental Trade after crossing the said value of Rs. 5 Lakh in a calendar quarter; or (iii) such higher amount as may be specified by the Board of Directors from time to time provided the Designated Person is not in possession of UPSI while executing such Trades.

ADDITIONAL TRADING RESTRICTIONS ON DESIGNATED PERSONS

- 1) No Insiders shall enter into derivative transactions in respect of the securities of the Company.
- 2) The Designated Persons and their Immediate Relative, who buys or sells any number of Securities of the Company shall not enter into an opposite transaction i.e. sell or buy any number of Securities during the next six months following the prior transaction. The compliance officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trades shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by SEBI.

TRADING PLAN

- (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.

NOTE: 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 to 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.

(2) Such trading plan shall:–

1. not entail commencement of trading on behalf of the insider earlier than 120 calendar days from the public disclosure of the plan.
2. not entail overlap of any period for which another trading plan is already in existence;
3. Set out following parameters for each trade to be executed:

Mandatory parameters (i to iii)

- i) either value of trades to be effected or number of securities to be traded;
- ii) nature of the trade;
- iii) either specific date or time period not exceeding 5 consecutive trading days;

Optional parameter (iv)

- iv) price limit, that is an upper price limit for a buy trade and lower price limit for a sell trade subject to the range as specified below:

1. 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 percent higher than closing price;
2. 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 percent lower than closing price;

* Insider may make adjustment with the approval of the compliance officer, in the number of securities and price limit in the event of corporate action related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.

And

4. not entail trading in securities for market abuse.

- (3) The compliance officer shall review the 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.

The pre-clearance of trades shall not be required for a trade executed as per an approved trading plan. The trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

- (4) The Compliance officer shall approve or reject the trading plan within 2 trading days of receipt of the trading plan and notify the approved plan to the stock exchange on which securities are listed, on the day of approval.
- (5) 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.

The implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation

Provided further that if the insider has set a price limit for a trade under sub-clause (iv) of clause (v) of sub-regulation 2, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in sub-regulation 4 or 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.

PENALTY FOR INSIDER TRADING

- 1) An Insider who acts in contravention of this code, shall be liable to have his services or relationship with the Company, as the case may be terminated.
- 2) Directors, Officers and employees of the Company who violate this code shall be subject to disciplinary action by the Company, which may include wage freeze, suspension and ineligibility for future participation in the Company's stock plans or termination.
- 3) The SEBI or any other appropriate regularly authority would also be informed of the violation of this code so that appropriate action may be taken.

DISCLOSURE REQUIREMENTS

The disclosures to be made by any person as given hereunder shall include those relating to trading by such person's immediate relatives and by any other person for whom such person takes trading decisions.

1) Initial Disclosure:

- a. Every promoter, member of the promoter group, key managerial personnel, director of the Company and each of their immediate relatives shall disclose his holding of securities of the Company within thirty days of this code taking effect in Form A set out in **Annexure 4**.
- b. 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 and immediate relatives' holding of securities of the Company as on the date of appointment or becoming a promoter or member of the promoter group, to the Company within seven days of such appointment or becoming a promoter or member of the promoter group, as per Form B set out in **Annexure 5**.

2) Continual Disclosure:

- a. Every promoter, member of the promoter group, designated person, director of every company and each of their immediate relatives 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 ten lakh rupees or such other value as may be specified; as per Form C set out in **Annexure 6**

- b. Every company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.
- 3) Disclosures by other Connected Persons. The Compliance Officer may, require any other Connected Person or class of Connected Persons to disclose the holdings and trading in securities of the Company as per Form D set out in **Annexure 7** at such frequency as may be determined by the Company in order to monitor compliance with these regulations.

OBSERVING AND CO-ORDINATING DISCLOSURE:

Company Secretary and Compliance Officer shall be responsible for prompt public disclosure of UPSI i.e. to Stock Exchanges that would impact price discovery, so as to ensure uniform and universal dissemination of UPSI to avoid selective disclosure. In case of doubt, he / she shall consult and seek approval of the Managing Director/ Executive Director(s)/the Chief Financial Officer of the Company before dissemination of such information

In the event of inadvertent selective disclosure of UPSI, prompt action will be taken to ensure such information is generally available. UPSI shall be handled on a "need to know" basis i.e. will be disclosed only who need the information to discharge their duty.

RESPONDING TO MARKET RUMOURS:

“Whole-time Director, Managing Director and Chief Financial Officer of the Company shall jointly and / or severally be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure, if required.

Chief Financial Officer of the Company only shall disclose any information (which will not be UPSI) relating to the Company's Securities to Institutional Investors & Analysts.”

“DISCIPLINARY ACTION

For instances of non-compliance by any Designated Person, Connected Person or Insiders, the Management Committee shall review and monitor such instances of non-compliance and it shall determine the disciplinary action to be taken against such violators. Quarterly report of actions taken by the Management Committee shall be placed before the Board. In case of instances of non-compliance by the Members of Management Committee, the matter will be taken up by the Audit Committee for taking necessary action.”

MANNER OF DEALING WITH ANALYST AND INSTITUTIONAL INVESTORS

- (i) Only public information to be provided-

The Company shall provide only public information to the analyst/research persons/large investors like institutional investor. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.

- (ii) Handling of unanticipated questions –

The Company should be careful when dealing with analysts’ questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes UPSI, a public announcement if considered necessary, should be made before responding.

PRINCIPLES OF FAIR DISCLOSURE

Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of UPSI forms part of as set out in Schedule A of Regulations (Annex-1) forms part of Principle for Fair Disclosures.

MISCELLANEOUS

- 1) The Board of Directors shall be empowered to amend, modify, interpret this code and such code shall be effective from such date that the Board may notify in this behalf.
- 2) The disclosures made under this policy shall be maintained by the Company for a minimum period of 5 years, in such form as may be specified.
- 3) The Company shall require all Connected Persons to formulate and adhere to a code of conduct to achieve compliance with this code. In case such persons observe that there has been a violation of this code, then they shall inform the Board of Directors of the Company promptly.
- 4) The policy and procedure for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information is enclosed as **Annexure 8** and forms integral part of this policy.

SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Listing Regulations/Companies Act, 2013 or any other statutory enactments, rules, the provisions of such Listing Regulations/Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy.

SCHEDULE A:

Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
3. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. Handling of all unpublished price sensitive information on a need-to-know basis.

SCHEDULE B

Minimum Standards for Code of Conduct for Listed Companies to Regulate, Monitor and Report Trading by Designated Persons

1. The compliance officer shall report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors but not less than once in a year
2. All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, 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. Designated Persons and immediate relatives of designated persons in the organisation shall be governed by an internal code of conduct governing dealing in securities.
4. Designated persons may execute trades subject to compliance with these regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the designated persons. The trading window shall be closed 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. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed. Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.
[Provided that, for unpublished price sensitive information not emanating from within the Listed Company, trading window may not be closed.]
5. The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

6. When the trading window is open, trading by designated persons shall be subject to preclearance by the compliance officer, if the value of the proposed trades is above such thresholds as the board of directors may stipulate.
7. Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
8. The code of conduct shall specify any reasonable timeframe, which in any event shall not be more than seven trading days, within which trades that have been pre-cleared have to be executed by the designated person, failing which fresh pre-clearance would be needed for the trades to be executed.
9. The code of conduct shall specify the period, which in any event shall not be less than six months, within which a designated person who is permitted to trade shall not execute a contra trade. The compliance officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. Should 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 Board for credit to the Investor Protection and Education Fund administered by the Board under the Act. Provided that this shall not be applicable for trades pursuant to exercise of stock options.
10. The code of conduct shall stipulate such formats as the board of directors deems necessary for making applications 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 as may be determined as being necessary to monitor compliance with these regulations.
11. Without prejudice to the power of the Board under the Act, the code of conduct shall stipulate the sanctions and disciplinary actions, including wage freeze, suspension, recovery, clawback etc., that may be imposed, by the listed Company required to formulate a code of conduct under sub-regulation (1) of regulation 9, for the contravention of the code of conduct.
12. The code of conduct shall specify that in case it is observed by the listed Company required to formulate a code of conduct under sub-regulation (1) of regulation 9, that there has been a violation of these regulations, it shall inform the Board promptly.
13. 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:

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

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.

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 during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.”

14. Listed entities shall have a process for how and when people are brought ‘inside’ on sensitive transactions. Individuals should be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.

PARAG MILK FOODS LIMITED

ANNEXURE-1

SPECIMEN OF PRE CLEARANCE APPLICATION FORM

Date:

To

The Compliance Officer

Parag Milk Foods Limited

20th Nirmal Building, Nariman Point

Mumbai 400 021

Sub: Application for Pre-dealing approval in securities of the Company

Dear Sir/Madam,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Parag Milk Foods Limited Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders, (“**Code**”), I seek approval to purchase / sale / subscription/dealing of securities of the Company as per details given below:

Sr..No	Particulars	
1.	Name of the Applicant	
2.	Designation, Department & Employee Code	
3.	Number of securities held as on date	
4.	Folio No. / DP ID / Client ID	
5.	The proposal is for Sale	<input type="checkbox"/> Sale <input type="checkbox"/> Purchase <input type="checkbox"/> Subscription

		<input type="checkbox"/> Others
6.	Proposed date of dealing in securities	
7.	Estimated number of securities proposed to be acquired/subscribed/sold	
8.	Price at which the Transaction is proposed	
9.	Current market price (as on the date of application)	
10.	Whether the proposed transaction will be through stock exchange or off-market deal	
11.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the form of undertaking signed by me.

Yours faithfully,

(Signature of Employee)

PARAG MILK FOODS LIMITED

ANNEXURE-2

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

To,
The Compliance Officer
Parag Milk Foods Limited

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

I further declare and undertake that:

- a) I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code for prevention of Insider Trading up to the time of signing this Undertaking.
- b) In the event that I have access to or received any information that could be construed as "Unpublished Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.
- c) I have not contravened the provisions of the Code as notified by the Company from time to time.
- d) I shall submit the necessary report within two working days of execution of the transaction in case transaction is executed and within two working days from the date of expiry of seven days from the date of pre clearance approval in case transaction is not undertaken.
- e) If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek preclearance afresh.
- f) I declare that have made full and true disclosure in the matter.

Date

Signature:

ANNEXURE -3

DISCLOSURE OF TRANSACTION

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

To
The Compliance Officer,
Parag Milk Foods Limited

I hereby inform that I

- Have not bought/sold/subscribed any securities of the Company
 - Have bought/sold/subscribed tosecurities as mentioned below on(date)
- (Strike out whichever is not applicable)

Name of holder	No of Securities trades	Bought /sold/ subscribed	DP ID/ Client ID/ Folio No.	Price (Rs.)

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

Signature.....

Name:

Date:

Annexure-4

Form A

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) Read with Regulation 6 (2)]- Initial Disclosure to the Company]

Name of the Company:

ISIN of the Company:

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6 (2)

Name PAN, CIN/DIN & Address with Contact Nos.	Category of Person (Promoters/KMP/Directors/ immediate relative to /others etc.)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (for eg.- Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

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

Details of open Interest (OI) in derivatives of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held as on the date of regulation coming in force			Open Interest of the Options contracts held as on the date of regulation coming in force		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

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

Name & Signature:

Designation:

Date:

Place:

Annexure-5**Form B**

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015[Regulation 7 (1) (a) Read with Regulation 6 (2) - Disclosure on becoming a Director/KMP/Promoter]

Name of the Company: _____

ISIN of the Company: _____

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

Name, CIN/DIN & Address with contact nos.	PAN, & with contact nos.	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.	
1		2	3	4	5	6

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

Details of open Interest (OI) in derivatives of the company held on appointment Key Managerial Personnel (KMP), Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held at the time of	Open Interest of the Option Contracts held at the time of
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appointment of Director/KMP or upon becoming Promoter/member of the promoter group			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
7	8	9	10	11	12

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

Name & Signature:

Designation:

Date:

Place:

Annexure 6**FORM C**

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (2) read with Regulation 6 (2)]

Name of the Company: _____

ISIN of the Company: _____

Details of change in holding of Securities of Promoter, Employee or Director of listed company and other such person as mentioned in Regulation 6 (2)

Name, PAN, CIN/ DIN & Address with Contact Nos.	Category of Person (Promoter s/KMP/ Directors/ immediate relative to/ others etc.)	Securities held prior to		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment advice/acqui sition of shares/sale of shares specify		Date of intimation to company		Mode of acquisition /disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed
		Type of	No. and	Type of	No.	Value	Transa	Type of	No. and	From	To				

		securities (for eg.- Shares, Warrants, Convertible Debentures etc.)	% of shareh olding.	securit ies (For eg. Shares Warra nts, Conve rt Deben ture etc.)			ction Type (Buy/S ale/Ple dge/Re voke/I nvoke)	securit ies (for eg.- Shares , Warran ts, Conver tible Debent ures etc.)	% of shareh olding					
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

Details of trading in derivatives of the Company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of Contract, Futures or Options etc.)					Exchange on which the trade was executed
Type	of	Contract	Buy	Sell	

contract	specifications	Notional Value	Number of units (contracts* lot size)	Notional Value	Number of units (contracts* lot size)	
16	17	18	19	20	21	22

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

Name & Signature:

Designation: **Date:**

Place:

Annexure 7**Form D**

SEBI (Prohibition of Insider Trading) Regulations, 2015
Regulation 7 (3) – Transactions by Other connected persons as identified by the Company

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

Name, PAN ,CIN/DIN & Address with Contact Nos. of connected persons as identified by the Company	Connection with Company	Securities held prior to acquisition/disposal		Securities acquired/disposed				Securities held post acquisition/disposal		Date of allotment advice/ Acquisition shares/ sale of shares specify		Date of intimation to company	Mode of acquisition/ disposal (on market/ public/ rights/ Preferential offer / off market/ Interse transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of securities (for eg.- Share s, Warrants, Convertible Debentures etc.)	No. and % of share holdi ng.	Type of securities (For eg. Shar es Warrants, Convert Debe nture etc.)	No .	Value	Tran sacti on Typ e (Buy /Sal e/Pl edg e/Re voke /Inv oke)	Type of securities (for eg.- Share s, Warrants, Cconvertible Debentures etc.)	No. and %of share holdin g.	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

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

Trading in derivatives (Specify type of Contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts* lot size)	Notional Value	Number of units (contracts* lot size)	
16	17	18	19	20	21	22

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

Name:

Signature:

Place:

Annexure 8

SEBI (Prohibition of Insider Trading) Regulations, 2015

POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Preamble

This Policy is framed with an aim to implement a structured procedure for investigation in case of leak or suspected leak of UPSI.

Applicability

This policy shall apply to all Insiders and any other persons as assigned by law from time to time.

Process of inquiry in case of leak of UPSI or suspected leak of UPSI

1. Complaint (written or oral or electronic) regarding a leak or suspected leak of UPSI may be received by the Company from the following sources:
 - a. Internal:
 - i. Whistleblower vide the whistleblower process of the Company;
 - ii. Any leak or suspected leak of UPSI detected through the internal controls implemented by the Company.
 - b. External: Registrar and Share Transfer Agent, Depository, Stock Exchange, Regional Director, Registrar of Companies, regulatory / statutory authority or any other department of Central or State Government based on the complaint received from a whistleblower [above shall be collectively referred to as "Complaint(s)"].
2. The Compliance Officer shall report the Complaint to the Audit Committee within a reasonable time from the date of receipt of the Complaint;
3. The Audit Committee shall review the Complaint and shall discuss with the Compliance Officer on potential next steps including but not limited to seek additional information to consider an investigation, disclosure requirements to the regulatory authorities, appointment of an investigation panel consisting of internal employees or external agencies. If the Complaint implicates the Compliance Officer, then he/she shall recuse himself / herself from the said inquiry process;
4. If the Audit Committee mandates an investigation, then the identified panel of investigators shall conduct the investigation into the Complaint(s) and present their findings to the Compliance Officer. The executive summary of the investigation shall be reported to the Audit Committee by the Compliance Officer;
5. Based on the update provided by the Compliance Officer, the Audit Committee shall put forward its recommendation to the Board. The Board, on receipt of such recommendation and after due review/deliberations, shall decide on the next steps;
6. The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision and also replace this Policy entirely with a new Policy;
7. Any words used in this Policy but not defined herein shall have the same meaning as described to it in the Companies Act, 2013 or Rules made thereunder, Securities & Exchange Board of India Act or Rules and Regulations made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 or any other relevant legislation/law applicable to the Company, as amended from time to time.