

REPRO INDIA LIMITED

Internal Code of Conduct for Regulating,
Monitoring and Reporting of Trades by
Designated Persons under the
SEBI (Prohibition of Insider Trading) Regulations, 2015

1. INTRODUCTION

Repro India Limited (the “Company”) is a public company whose equity shares are listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and subject to the rules and regulations issued by the Securities and Exchange Board of India (SEBI).

This policy shall be applicable to all Insiders of the Company including designated persons and immediate relatives of designated persons as defined in this policy. The SEBI Regulations prohibit an Insider from Trading in the securities of a Company listed on any stock exchange when in possession of any unpublished price sensitive information.

Unpublished Price Sensitive Information (“UPSI”) means any information, which relates, directly or indirectly, to the Company or its securities, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities of the Company.

Company shall endeavor to disseminate the Price Sensitive Information (PSI) in public domain in shortest possible time. Till such time the PSI remains unpublished, the same shall be kept confidential by restricting its accessibility on “need to know” basis. For the benefit of the employees and other connected persons, the Company shall implement code of Internal Procedures and Conduct and other relevant codes as per SEBI regulations for prohibition of Insider Trading.

In order to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015 the Board of Directors of the Company has adopted this Policy.

Wish you happy and trouble free trading!

With Regards,
Repro India Limited

2. DEFINITIONS

- 1) "Act" means the Securities and Exchange Board of India Act, 1992.
- 2) "Board" means the Board of Directors of Repro India Limited.
- 3) "Code or Code of Conduct" shall mean the code of internal procedures and conduct for regulating, monitoring and reporting of trading by insiders of Repro India Limited as amended from to time.
- 4) "Company" mean Repro India Limited.
- 5) "Compliance Officer" means Company Secretary or such other senior officer, designated so by the Board of Directors who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors 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 Company.
- 6) "Contra Trade" means a trade or transaction which involves buying or selling any number of shares of the Company and within 6 months trading or transacting in an opposite transaction involving sell or buy following the prior transaction."
- 7) "Connected Person" means:
 - (i) any person who is or has during the six months prior to the concerned act been associated with a 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 or is reasonably expected to allow such access.
 - (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
 - (a) an immediate relative of connected persons specified in clause (i); or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or
 - (f) a member of board of trustees of a mutual fund or a member of the board of

directors of the asset management company of a mutual fund or is an employee thereof; or

- (g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - (h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - (i) a banker of the Company; or
 - (j) a concern, firm, trust, hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.
- 8) "Designated Person"(s) shall consist of:
- 1. Promoters of the Company
 - 2. Directors of the Company and its subsidiaries;
 - 3. All support staff of company secretarial team, accounts & finance team, and IT Team who have access to unpublished price sensitive information;
 - 4. Chief Executive Officer and employees up to two levels below Chief Executive Officer of the Company and its material subsidiaries.
 - 5. Executive Secretaries of Directors and Executive Officers of the Company, any support staff of the company, such as IT staff or secretarial staff who have access to unpublished price sensitive information;
 - 6. Immediate Relatives of persons specified in (I) to (V) above.
 - 7. Any other Person designated by the Company on the basis of their functional role and such function would provide access to UPSI;
- 9) "Director" means member of the Board of Directors of the Company.
- 10) "Employee" means every employee of the Company including the Directors in the employment of the Company.
- 11) "Generally available Information" means information that is accessible to the public on a non-discriminatory basis. For e.g., Information published on the website of a stock exchange or website of the Company would ordinarily be considered generally available.
- 12) "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.
- 13) "Insider" means any person who is:
- (i) a connected person; or
 - (ii) in possession of or having access to unpublished price sensitive information.
- 14) "Key Managerial Personnel" will include:
- 1. Managing Director, or Chief Executive Officer, or a Whole - time Director, or the Manager;

2. Company Secretary;
 3. Chief Financial Officer; and
 4. Such other officer not more than one level below the Directors who is in whole - time employment and designated as Key Managerial Personnel by the Board
- 15) "Promoter" 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.
 - 16) "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,
 - 17) "Material Financial Relationship" means a relationship in which one person is a recipient of any kind of payment such as by way of a loan / a gift during the immediately preceding twelve months equivalent to atleast 25% of the payer's annual income. However, this will not include relationships in which a payment is done as an arm's length transaction.
 - 18) "Material Subsidiary" shall mean a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year.
 - 19) "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of mutual fund;
 - 20) "Takeover Regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and any amendments thereto;
 - 21) "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, pledge, unpledge, deal in the company's securities either directly or through portfolio management services and "trade" shall be construed accordingly.
 - 22) "Trading Day" means a day on which the recognized stock exchanges are open for trading;
 - 23) "Unpublished Price Sensitive Information" means: means any information, relating to a 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:
 - a. financial results;
 - b. dividends;
 - c. change in capital structure;

- d. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- e. changes in key managerial personnel;

24) "Regulations" shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

3. APPLICABILITY

The policy shall be applicable to all the employees and Designated Persons of the Company as defined under the "Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders under the SEBI (Prohibition of Insider Trading) Regulations, 2015" of the Company as amended from time-to-time.

4. ROLE OF COMPLIANCE OFFICER

The Compliance Officer shall report on insider trading to the Board of Directors of the Company 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.

The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.

5. PRESERVATION OF PRICE SENSITIVE INFORMATION

- a. All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or
- not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information 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.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

b. Need to Know:

"need to know" basis means that Unpublished Price Sensitive Information 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.

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

c. Limited access to confidential information

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

6. PREVENTION OF MISUSE OF "UNPUBLISHED PRICE SENSITIVE INFORMATION"

Employees and connected persons designated on the basis of their functional role ("designated persons") in the Company shall be governed by an internal code of conduct governing dealing in securities.

a) Trading Plan

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

b) Trading Plan shall:

- (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- (iii) entail trading for a period of not less than twelve months;
- (iv) not entail overlap of any period for which another trading plan is already in existence;
- (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and

- (vi) not entail trading in securities for market abuse.
- c) The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.
- d) The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.
- e) However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.
- f) Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

7. TRADING WINDOW AND WINDOW CLOSURE

- a) 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 these Rules. The Competent Authority for pre-clearing the trade of Compliance Officer shall be the Board.
- b) Designated Persons shall not trade in the Company’s Securities when the trading window is closed.
- c) 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. Designated Person or Class of Designated Persons will receive a notification on such special blackout Periods.
- d) The trading window may be re-opened after closure, not earlier than 48 hours after the UPSI in question becomes generally available.
- e) The trading window shall be applicable to any persons having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc. assisting or advising the Company.

8. PRE-CLEARANCE OF TRADES

- a) All Designated Employees, who intend to Trade in the securities of the Company when the Trading Window is open whether in one transaction or a series of transactions over any calendar quarter, for an aggregated trade value in excess of 10,00,000/- (Rupees Ten Lakh), shall get the transactions pre-cleared. Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan. Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.
- b) 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.
- c) An application in the form attached hereto as **Annexure 1** shall be made to the Compliance Officer by the Designated Person indicating the estimated number of securities that such person intends to trade in, details of depository and such other information as may be prescribed by the Company.
- d) Before a Trade is executed, the Designated Person shall execute an undertaking in the form annexed hereto as **Annexure 2** in favour of the Company.
- e) The Compliance Officer shall accord his approval within two Trading Days of the receipt of application for pre-clearance in the format attached hereto as **Annexure 3**.
- f) All Designated Persons shall execute their Trades in respect of securities of the Company within seven Trading Days after the approval of pre-clearance is given. The Designated Persons shall file within two Trading Days of the execution of the Trade, the details of such Trade with the Compliance Officer in the form attached as **Annexure 4**. In case the transaction is not undertaken, a report to that effect shall be filed within two trading days of expiry of pre-clearance approval in the format attached as **Annexure 4** recording the reasons for the same.
- g) If the Trade is not executed within seven Trading Days after the approval is given, the Designated Person must obtain a fresh pre-clearance.
- h) All Designated Persons who buy or sell any number of securities of the Company shall not enter into any contra trade/opposite trade i.e., sell or buy any number of securities during the next six months following the prior transaction for purchase or sale of securities, as the case maybe. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act. This shall not be applicable for trades pursuant to exercise of stock options.
- i) The Compliance Officer may grant relaxation from strict application of such restriction in the Code above for reasons to be recorded in writing provided that such relaxation does not violate the PIT Regulations.
- j) All Designated Employees shall take pre-clearance from the Compliance Officer before creating, revoking or invoking lien/Pledge on securities of the Company for such value as prescribed in this clause.

9. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

Initial Disclosures

- a) Every Promoter, Member of Promoter Group, Key Managerial Personnel and Director of the Company shall disclose his/her holding of securities of the Company as on the date of these Regulations taking effect, to the Company within thirty days of these Regulations taking effect in the format attached as **Annexure 5**;
- b) Every person on appointment as a Key Managerial Personnel or a Director or upon becoming a Promoter or Member of Promoter Group shall disclose his/her holding of securities of the Company as on the date of appointment or becoming a Promoter, to the Company within seven days of such appointment or becoming a Promoter in the format attached as **Annexure 6**.

Continual Disclosures

- a) Every Promoter, Member of Promoter Group, Designated Person of the Company and Director 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, in the format attached as **Annexure 7**.
- b) The Company shall notify the particulars of such Trading to the stock exchanges on which the securities are listed within two Trading Days of receipt of the disclosure or from becoming aware of such information.
- c) Designated Persons shall also disclose details of all holdings in securities of the Company as on the end of each financial year of the Company, to be furnished on or before April 30 of each year in the format attached as **Annexure 8**.

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, India 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. In the format attached as **Annexure 9**. 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.

10. OTHER RESTRICTIONS / GENERAL PROVISIONS

- a) The disclosure to be made by any person under this Code shall include those relating to Trading by such person's Immediate Relatives.
- b) The disclosures of Trading in securities shall also include Trading in derivatives of securities and the Traded value of the derivatives shall be taken into account for purpose of this Code.
- c) All supporting documents for compliances made under this Code shall be maintained by the Company, for a minimum period of five years, in such a form as may be prescribed by the Compliance Officer or by the Board.

11. TRADING PLAN

- a) A Designated Person shall be entitled to formulate a Trading Plan that complies with the SEBI Regulations (a "Trading Plan") and present it to the Compliance Officer for approval and public disclosure. The Trading Plan may be executed only after the plan is approved by the Compliance Officer and disclosed to the stock exchanges on which the securities of the Company are listed.
- b) The Trading Plan once approved shall be irrevocable and the Designated Employee shall mandatorily have to implement the Trading Plan, without being entitled to either deviate from it or to execute any Trade in the securities outside the scope of the Trading Plan. Such Designated Person who opts for trading plan Repro shall not be allowed to trade through the Pre-clearance Repro during currency / pendency of a Trading Plan Provided that the implementation of the Trading Plan shall not be commenced if any UPSI is in possession of the Designated Employee at the time of formulation of the Trading Plan has not become Generally Available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement shall be deferred until such UPSI becomes Generally Available Information so as to avoid a violation of Regulation 4(1) of the Regulations. Further, the Designated Employee shall also not be allowed to Trade in securities of the Company, if the date of Trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

12. PENALTY FOR INSIDER TRADING

- a) An insider who acts in contravention of these rules shall be liable to have his services or relationship with the Company as the case may be, terminated.
- b) Directors, Officers and employees of the Company who violate these rules shall be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, clawback etc. as may imposed by the Audit Committee Any amount collected under this clause shall be remitted to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.
- c) The action by the Company shall not preclude SEBI from taking any action in case of

violation of the Regulations.

13. INTIMATION TO AUDIT COMMITTEE / BOARD/ SEBI IN CASE OF VIOLATION

- a) The Compliance Officer shall inform the Chairman of the Audit Committee, Chairman of the Board, cases of any violation of the Regulations / Code so that appropriate action may be taken.
- b) The Company shall also intimate to SEBI any violation of the Regulations.

14. MISCELLANEOUS

- a) The Board of Directors shall be empowered to amend, modify and interpret these rules and such rules shall be effective from such date that the Board may notify in this behalf.
- b) The Company shall require all Connected Persons to formulate and adhere to a code of conduct to achieve compliance with these rules.
- c) All communications under this code should be addressed to the Compliance Officer at almina.s@reproindia.com
- d) It is the responsibility of the Connected Persons to ensure compliance with the Code of Conduct.

ANNEXURE 1

SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date:

To,

The Compliance Officer,
Repro India Limited, Mumbai

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I seek approval to trade in _____ securities of the Company as per details given below:

1.	Name of the applicant	
2.	Designation	
3.	Nature of the securities and Number of securities held as on date	
4.	Application for	
5.	Relation with Employee	
6.	PAN	
7.	Folio No. / DP ID / Client ID No.	
8.	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities (d) Any other transaction, please specify
9.	Proposed date of dealing in securities	
10.	Estimated number of securities proposed to be	
11.	Price at which the transaction is proposed	
12.	Current market price (as on date of application)	
13.	Whether the proposed Transaction will be through stock exchange or off market deal	
14.	Folio No. / DP ID / Client ID No. where the securities will be debited/credited	

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

Name:

Signature:

ANNEXURE 2

UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

To,
The Compliance Officer
Repro India Limited,
Mumbai

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("Code"), I, _____, of the Company residing at _____, am desirous of Trading in _____ securities of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I am issuing this undertaking pursuant to Clause 8(d) of the Code. I hereby confirm and undertake:

- a) that I do not possess any Unpublished Price Sensitive Information;
- b) not to pass on confidential information of the Company to any person directly or indirectly;
- c) to report to the Compliance Officer, any non-public information that may be received by me;
- d) that in case I have access to or receive 'Unpublished Price Sensitive Information' after the signing of this undertaking but before the execution of the Trade, I shall inform the Compliance Officer of the same and I shall completely refrain from Trading in the securities of the Company till such time the Unpublished Price Sensitive Information becomes public;
- e) that I have not contravened the Code as notified by the Company from time to time;
- f) all disclosures made by me in this letter are true and complete; and
- g) that I shall execute my Trade in respect of securities of Repro India Limited within seven Trading Days after the pre-clearance is given. If the Trade is not executed within seven Trading Days after the approval is given, I shall obtain pre-clearance for the Trade again.

All capitalized terms used herein but not defined shall have the same meaning as has been assigned to the terms in the Code.

Name:
Signature:
Date:

ANNEXURE 3

FORMAT FOR PRE-CLEARANCE ORDER

To,
Name: _____
Designation: _____
Place: _____

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

Ref: Your application dated _____, 20__ for pre-clearance of transaction for securities of the Company in your name / in the names of _____.

This is pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("Code").

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

You may kindly note that pursuant to provisions of the Code, the aforesaid transaction shall be executed within **seven Trading Days** from the date of receipt of this letter, failing which, an application seeking pre-clearance to the proposed transaction together with undertaking in the prescribed format, shall be made afresh.

In case you do not execute the approved transaction on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction. In case the transaction is not undertaken a 'Nil' report shall be filed within 2 trading days of expiry of Pre-clearance approval. You shall not enter into any contra trade within 6 months of such Trade.

All capitalized terms used herein but not defined shall have the same meaning as has been assigned to the terms in the Code.

Yours faithfully,
for **Repro India Limited**

Compliance Officer
Date:

Encl: Format for submission of details of transaction

ANNEXURE 4

FORMAT FOR DISCLOSURE OF TRANSACTIONS

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

To,
The Compliance Officer
Repro India Limited,
Mumbai

Sub: SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders under the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Code").

I hereby inform that I

- have not Traded in any security of the Company because of the following reasons:
- have Traded securities as mentioned below on (date)

Name of the Holder	Nature of the Securities and the No. of securities dealt with	Bought/sold/subscribed/others	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance Officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction)

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval.

I agree not to execute any contra trade transaction for a period of six months from the date of aforesaid transaction in the securities of the Company.

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).

All capitalized terms used herein but not defined shall have the same meaning as has been assigned to the terms in the Code.

Date: _____

Signature: _____

Name:

Designation

ANNEXURE 5

FORM A

SEBI (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/im mediate relative to/others etc)	Securities held as on the date of regulation coming into force DP ID/Client ID / Folio No		% 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 into force			Open Interest of the Option Contracts held as on the date of regulation coming into 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 strike price of options

Name & Signature: _____

Designation: _____

Date: _____

Place: _____

ANNEXURE 6

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) 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 or Member of Promoter Group and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoter/ Member of Promoter Group/ KMP / Directors/ immediate relative to/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/Member of Promoter Group/appointment of Director/KMP		% of Shareholding
			Type of security (For eg. - Shares, Warrants, Convertible Debentures 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 of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter / Member of Promoter Group and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/Member of Promoter Group/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/ Member of Promoter Group / appointment of Director/KMP		
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 strike price of option.

Name & Signature: _____

Designation: _____

Date: _____

Place: _____

ANNEXURE 7

FORM C

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

Name of the Company: _____

ISIN of the Company: _____

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/other setc.)	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 entitlementsetc.)	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	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 on the securities of the company by Promoter, Member of Promoter Group, Designated Person or Director of a listed company and immediate relatives of such person 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	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:

Designation:

Date:

Place:

ANNEXURE 8

ANNUAL DISCLOSURE OF SHARES HELD IN THE COMPANY BY PROMOTER/MEMBER OF PROMOTER GROUP/DIRECTORS/DESIGNATED PERSONS & THEIR IMMEDIATE RELATIVES

Name of Promoter /Member of Promoter Group / Director/Designated Persons; and their Immediate Relatives:

Date of appointment:

Employee No:

Particulars of Individuals			No. of shares held on 1/4/20____	No. of shares bought during the year	No. of shares sold during the year	No. of shares held on 31/3/20_____	Client I.D. No.
Name	Relation	PAN					

I/We declare that I/We have complied with the requirement of the minimum holding period of six months with respect to the securities purchased/sold.

I further declare that the above disclosure is true and correct and is in accordance with the Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Place:

Date:

Signature:

ANNEXURE 9

Disclosure by Designated Person with regard to their immediate relatives and persons with whom they share a "Material Financial Relationship"

(Continual disclosure (within 2 trading days from date of any changes and within 2 trading days of end of financial year)

Name of Employee and Employee ID No. (1)	Immediate Relatives (2)	Names of body Corporate/Company/Firm/ Proprietorship Concern/ AOP/ NGO/ Trust in which the Senior Management Personnel or his Relative is interested (disclosure of number of shares/ Directorship in case of company/body corporate; In case of Firm/LLP/ Proprietorship Concern/AOP/NGO/Trust Partner /member/Owner/Trustee/Beneficiary) (3)	Persons with whom Senior Management Personnel shares a material financial information (4)	Email/ Phone/ India nos. of persons mentioned in (2) & (4)	Name of Educational Institution from which Designated Persons have graduated (One time Disclosure) (5)	Names of Past Employers (One time Disclosure) (6)

Definition as per the Regulation: - 1. 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. 2. The term Material Financial Relationship means 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.

Place:

Date:

Signature: