
EASTMAN AUTO & POWER LIMITED

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES OF THE COMPANY BY DESIGNATED PERSONS

(Approved by the Board at its meeting held on September 22, 2025)

1. Introduction:

- I. Securities and Exchange Board of India (hereinafter referred to as "**SEBI**") has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as the "**SEBI PIT Regulations/PIT Regulations**"), as amended from time to time, all listed companies are required to implement a Code of Conduct to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving the compliance with the aforementioned regulations.
- II. Trading in securities of a company by Designated Persons and their Immediate Relatives based on Unpublished Price Sensitive Information ("**UPSI**") erodes the investors' confidence in the integrity of the management and is unhealthy for the capital markets.
- III. To put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework relating thereto and in compliance with Regulation 9 of SEBI PIT Regulations, the Board of Directors of the Company has adopted this Code of Conduct to Regulate, Monitor and Report Insider Trading ("**Code**").

2. Purpose

This Code embodies the Code of Conduct to regulate, monitor and report trading by Designated Persons and their immediate relatives, as adopted by the Company for Prevention of Insider Trading, while in possession of UPSI to prevent any speculative dealings, knowingly or unknowingly, by the Designated Persons or their immediate relatives

The Company has no tolerance for any form of Insider Trading or similar unlawful security-related trade practices.

3. Definitions

For the purpose of this Code, the following terms shall have the meanings assigned to them hereunder:

- a. "**Act**" means the Securities and Exchange Board of India Act, 1992, as amended from time to time;
- b. "**Board**" means the Board of Directors of the Company;
- c. "**Code**" means this Code of Conduct to Regulate, Monitor and Report Insider Trading, as amended from time to time;
- d. "**Companies Act**" means the Companies Act, 2013, as amended from time to time;

- e. **“Company”** shall mean Eastman Auto & Power Ltd;
- f. **“Compliance Officer”** means the Compliance Officer appointed pursuant to Clause 4 of this Code.
- g. **“Connected Person”** shall mean:
- 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 the following, that allows such person, directly or indirectly, access to UPSI or is reasonably expected to allow such access:
 - 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; or
 - by reason of frequent communication with its officers; or
 - by being in any contractual, fiduciary or employment relationship.
 - ii. Persons deemed to be a Connected Person: The persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:
 - an Immediate Relative of Connected Persons specified in point (i) above;
 - a holding company or associate company or subsidiary company;
 - an intermediary as specified in Section 12 of the Act or an employee or director thereof;
 - an investment company, trustee company, asset management company or an employee or director thereof;
 - an official of a stock exchange or of clearing house or corporation;
 - 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;
 - 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;
 - an official and/or employee of a self-regulatory organization recognized or authorized by the Board;
 - a banker of the Company; or
 - 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;

- a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (g) is also a partner; or
- person sharing household or residence with a connected person specified in sub-clause (i) of clause (g);

h. **“Designated Person(s)”** shall mean the persons designated by the Board in consultation with the Compliance Officer, who are covered under the Code on the basis of their role and function in the Company and the access that such role and function provides to UPSI in addition to their seniority and professional designation and shall include:

- i. Directors;
- ii. Promoters & Members of Promoter Group of the Company;
- iii. The Chief Executive Officer / Managing Director(s) and employees up to two levels below the Chief Executive Officer / Managing Director(s) of the Company and its material subsidiary (as defined in the Company’s Policy for Determination of Material Subsidiary);
- iv. Key Managerial Personnel(s) of the Company.
- v. Such employees of the Company and its Material Subsidiary who have access to UPSI such as all employees in the Finance & Accounts, Legal, Secretarial & Compliance, Investor Relations, Communications and Media Communications departments;
- vi. Any support staff of the Company such as IT staff or secretarial staff who have access to UPSI;
- vii. Any other person who on the basis of their role and function in the Company, is reasonably expected to have access to unpublished price sensitive information(s) relating to the Company, as may be decided by the Chairman/Managing Director(s)/Compliance Officer of the Company, from time to time; and
- viii. Immediate relatives of the persons specified in (i) to (vi) above.

i. 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.

Note: If spouse is financially independent and doesn't consult an Insider while taking trading decisions, the spouse won't be exempted from the definition of immediate relative. A spouse is presumed to be an "Immediate Relative", unless rebutted.

j. Insider

means any person who is:

- ✓ **a connected person; or**
- ✓ **in possession of or having access to unpublished price sensitive information.**

k. Insider Trading:

"Insider Trading" means, principally, the act of Trading in Securities while possessing UPSI or having access to UPSI, which information if published and made generally available, would impact the price of the Securities in the market.

It is generally understood that Insider Trading includes the following:

- ✓ Trading by Insiders/employees/Designated Persons and/or their respective Immediate Relatives, while in possession of, or having access to, UPSI, regardless of how one came in possession of or had access to such information; or
- ✓ Communicating, providing, allowing access or tipping UPSI to others, including recommending any Trade in Securities of the Company, while in possession of, or having access to, such UPSI.

Note: Trading by Portfolio Managers (or any other intermediary) on behalf of the Insiders is also considered as Insider Trading and hence the Designated Persons are expected to take due precaution while trading in Securities through Portfolio Managers.

When any person has traded in securities while in possession of UPSI, such trades will be presumed to have been motivated by the knowledge and awareness of such unpublished price sensitive information in such person's possession.

l. Trading:

Trading means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

m. Unpublished Price Sensitive Information (UPSI)

UPSI means any information, relating to 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: -

- ✓ financial results;
- ✓ dividends;
- ✓ change in capital structure;
- ✓ mergers, de-mergers, acquisitions, delisting's, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions; or
- ✓ changes in Key Managerial Personnel (KMP) other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- ✓ change in rating(s), other than ESG rating(s);
- ✓ fund raising proposed to be undertaken;
- ✓ agreements, by whatever name called, which may impact the management or control of the company;
- ✓ 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;
- ✓ resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- ✓ 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;
- ✓ initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- ✓ 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;

- ✓ outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- ✓ giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- ✓ granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals
- ✓ such other information as communicated by the Compliance Officer

All terms used but not defined herein shall have the meaning ascribed to such term under the Insider Trading Regulations. In case of any discrepancy between the Insider Trading Regulations and the terms defined herein, the meaning as ascribed under the Insider Trading Regulations, shall prevail.

4. Compliance Officer

The Board shall designate a senior level officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the PIT Regulations, to be the Compliance Officer for the purpose of the PIT Regulations and this Code.

The Compliance Officer shall be responsible under the overall supervision of the Board of the Company for:

- i. compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI;
- ii. maintaining a database of the violations of this Code by Designated Persons and immediate relatives of Designated Persons.
- iii. assisting the Board in identifying the Designated Persons to be covered by this Code on the basis of their role and function in the Company and the access to UPSI that such role and function would provide to the Designated Persons in addition to seniority and professional designation.
- iv. pre-clearing of Designated Persons and their Immediate Relatives' trades;
- v. reviewing trading plans to assess whether the plan would have any potential for violating the PIT Regulations, seeking undertakings as may be necessary, approving

- and monitoring the implementation of the plan;
- vi. monitoring trades of Designated Persons and their immediate relatives' and the implementation of codes specified under the applicable PIT Regulations; and
 - vii. providing reports to the chairman of the Audit Committee of the Company or to the chairman of the Board on a quarterly basis on the compliance status and such other additional reports as the situations may warrant.

The Compliance Officer shall administer the Code and other requirements under the PIT Regulations, facilitate the Designated persons in addressing any clarifications with regard to the PIT Regulations and this Code.

5. Preservation of Unpublished Price Sensitive Information:

Employees and Designated Persons shall maintain the confidentiality of all UPSI on a “need to know” basis. They shall not pass on UPSI to any person, including to other Employees, directly or indirectly, except in in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

If, in the performance of duties, it becomes necessary for the Designated Person to disclose any Unpublished Price Sensitive Information to any person outside the Company, e.g., advisors, auditors, consultants, lawyers merchant bankers, etc., the Designated Person shall ensure that the concerned advisor, auditor, consultant, lawyer, merchant banker, etc., executes an Agreement for Confidentiality and Non-dealing in the Company Securities. Notice shall be given to such persons regarding restrictions on communication of UPSI and on trading while in possession of UPSI.

5.1 Chinese Walls:

- 5.1.1 To prevent the misuse of UPSI, the Company has adopted following norms for Chinese wall procedures, which separates those departments which routinely have access to UPSI, considered as 'Inside Areas' e.g. IT, Accounts & Finance, Legal & Secretarial etc. and other departments are considered as 'Public Areas':
 - i. The Designated Person(s) in the Inside Areas are not allowed to communicate any UPSI to anyone in the Public Areas, except in furtherance of legitimate purpose as determined under the Code of Practice & Procedure for Fair Disclosure of Unpublished Price Sensitive Information.
 - ii. The determination of various departments as Inside Areas will be determined by the Compliance Officer or Chief Financial Officer in consultation with the Managing Director.
 - iii. Files containing confidential information shall be kept secure. Computer files must

have adequate security of login and password etc.

Wherever there is a requirement of sharing UPSI by any Designated Person with another Employee/external third parties, etc., in furtherance of legitimate purposes, performance of duties or discharge of his/ her/ its legal obligations, the person to whom such information is proposed to be shared, shall be “wall-crossed” through wall crossing procedure set out below.

5.1.2. Procedure for wall-crossing:

- i. In the event any person is required to be wall – crossed, i.e., brought over the Chinese Wall in order to obtain access to the UPSI for a specific purpose, prior approval of the Compliance Officer must be sought. The Compliance Officer shall consider whether the person being wall – crossed, is being provided UPSI on a need – to – know basis. Further, UPSI shared with such wall – crosser should be limited to the specific transaction or purpose for which such person’s assistance is required.
- ii. Persons who are wall – crossed / receive UPSI should be notified that they would be deemed to be ‘Designated Person’/ ‘Insider’ under this Code and that consequently, such persons will be considered as brought “inside” on sensitive transaction and required to comply with all applicable provisions of the Code and the SEBI Regulations, till such information remains UPSI.
- iii. Appropriate records of all wall crossings will be maintained. Further, the Compliance Officer will be informed of all instances wherein a person has been wall-crossed (at the time of such wall – crossing), in accordance with the procedure set out above, so as to enable the Compliance Officer to maintain appropriate records in this regard.

5.1.3. Limitations on Access to UPSI:

The following procedures are designed to maintain confidentiality of UPSI:

- i. Designated Persons should take all steps and precautions necessary to restrict access to, and secure, UPSI by, among other things:-
 - a) maintaining the confidentiality of UPSI;
 - b) conducting their business/ professions and personal/ social activities so as not to risk inadvertent disclosure of UPSI;
 - c) reviewing confidential documents in public places should be restricted so as to prevent access to UPSI by unauthorized persons.
- ii. Restricting access of documents and files (including computer files) containing UPSI and shall be shared only with persons on a need-to-know basis (including maintaining control over the distribution of documents and drafts of documents);
- iii. Files containing UPSI shall be kept secured with restricted access, and computer files

containing UPSI should be protected with the help of login, passwords, etc.

- iv. Promptly removing and cleaning up all confidential documents and other materials containing UPSI from conference rooms following the conclusion of any meetings;
- v. Disposing of all hard copies of confidential documents and other papers containing UPSI, after there is no longer any business or other legally required need, preferably through shredders ;
- vi. Avoiding any discussion pertaining to UPSI in places where the information could be overheard by others, such as in elevators, restrooms, hallways, restaurants, airplanes or taxicabs, etc.
- vii. Persons in possession of, or having access to, UPSI, to the extent feasible, should conduct their business and other activities in areas separate from other Company activities, to avoid any leakages of UPSI.

6. Digital Database of recipient of UPSI:

The Company shall:

- i. Identify the list of all Employees, Designated Persons and Connected Persons who have access to UPSI or are in receipt of UPSI for legitimate purposes.
- ii. Maintain digital database containing nature of UPSI, names of persons who have shared the information, names of such persons or entities as the case may be with whom information is shared.
- iii. Such database shall contain the following information:
 - a) Name of the persons/entiy(ies) who have shared the information along with their PAN or any other valid identifier authorized by the law where PAN is not available.
 - b) Name of the person/ entity(ies) with whom UPSI is shared, along with their PAN or any other valid identifier authorized by the law where PAN is not available.
 - c) Such database shall not be outsourced and shall be maintained internally with adequate internal controls, with time stamping and audit tails to ensure non-tampering of the data.
 - d) Name of Designated persons along with their immediate relatives, along with the PAN or any other valid identifier authorized by the law where PAN is not available.
- iv. In the event of receipt of information from SEBI with respect to any investigation or

enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceeding.

- v. Obtain declarations for adherence to Minimum Standards of Code of Conduct from Intermediaries and Fiduciaries.

7. Internal Control System:

There shall be adequate and effective system of internal controls to ensure compliance with the requirements given in this Code and SEBI PIT Regulations to prevent Insider Trading. The internal controls shall include:-

- i. Identifying persons who have access to, or are expected to have access to UPSI, as Designated Persons;
- ii. Identifying UPSI and maintaining its confidentiality as required under PIT Regulations;
- iii. Deploying adequate restrictions on communication, or procurement of UPSI;
- iv. Maintaining a list of all employees and persons with whom UPSI is shared and making them aware of their confidentiality and other obligations under the Code or signing of the confidentiality agreements
- v. Periodic review the measures and internal controls implemented to evaluate their effectiveness.

The Audit Committee of the Company shall review compliance with the provisions of PIT Regulations and this Code at least once in a financial year and verify that the systems of internal controls are adequate and are operating effectively

8. Trading Window:

1. Designated persons may execute trades subject to compliance with SEBI PIT Regulations. The period prior to declaration of UPSI is particularly sensitive for transactions in securities of the Company. This sensitivity is due to the fact that the Designated Persons will, during that period, often possess UPSI.
2. The Company shall specify a trading period as notional trading window for trading in Securities of the Company 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 UPSI. Such closure shall be imposed in relation to such securities of the Company. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

3. The trading window will be closed from the end of each quarter until 48 (forty-eight) hours after the public release of the earnings data for that quarter. During this mandatory closure period, designated persons are prohibited from trading in the securities of the Company.
4. Additionally, the Compliance Officer can specify commencement of closing of Trading Window at the time of:
 - Declaration of dividends (interim and final);
 - Issue of Securities by way of public/rights/bonus issue etc.;
 - Any major expansion plans or execution of new projects;
 - Amalgamation, mergers, takeovers and buy back;
 - Disposal of whole or substantially whole of the undertaking;
 - Any changes in policies, plans or operations of the Company;

Further any other period as may be notified from time to time by the Compliance Officer will also be considered as a Trading window closed period.

5. In addition to exemptions provided under SEBI PIT Regulations under during which trading window restrictions shall not apply, to the following:
 - a. Off-market inter-se transfer between insiders who were in possession of the same UPSI without being in breach of PIT Regulations (provided such UPSI was not obtained in terms of Regulation 3(3) of the PIT Regulations) and both the parties had made a conscious and informed trade decision;
 - b. Transaction carried out through block deal window mechanism between persons who were in possession of UPSI without breach of PIT Regulations (provided such UPSI was not obtained in terms of Regulation 3(3) of the PIT Regulations) and both the parties had made a conscious and informed trade decision;
 - c. Transaction carried out pursuant to statutory or regulatory obligation to carry out a bona fide transaction;
 - d. Trades pursuant to trading plans set up in accordance with PIT Regulations;
 - e. Pledge of shares for a bona fide purpose such as raising of funds;
 - f. Transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations; and
 - g. Transactions undertaken in accordance with respective regulations made by SEBI such

as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back or open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by SEBI from time to time.

If any of the transactions mentioned in paragraphs (a) to (e) above are proposed to be undertaken when the trading window is closed, such transaction may be undertaken subject to compliance with all applicable regulations notified by SEBI from time to time and subject to obtaining pre-clearance from the compliance officer.

6. All Designated Persons shall conduct all their Trading in the Securities of the Company only after obtaining prior approval and in a valid Trading Window and shall not trade in any transaction involving the purchase and sale of the Securities of the Company during the periods when Trading Window is closed, or during any other period as may be specified by the Company from time to time.
7. When the Trading Window is open, any trading by Designated Persons shall be subject to pre-clearance by the Compliance Officer.

9. Pre-Clearance of Trades:

Any Designated Person of the Company, who intends to trade in the securities of the Company during the Trading Window exceeding market price of INR 5,00,000 (Indian Rupees Five Lakhs only) shall be required to pre-clear the transactions as per the pre-dealing procedure as described hereunder. The Compliance Officer is authorized to change the limit of market dealing of INR 5,00,000 (Indian Rupees Five Lakhs only) from time to time.

An application for pre-clearance of trade shall be made in the format set out in Form D or through the online portal established by Company to contain the prescribed undertaking to the Compliance Officer, as amended from time to time. The Compliance Officer shall either clear the requested deal or decline to clear the requested deal within 7 (Seven) working days of the receipt of the application in the prescribed **Form D** as available on online portal. In case the clearance is declined, the Compliance Officer shall assign reasons in writing for doing so.

The Designated Persons shall execute their order in respect of the Company within the permitted period for trading in the securities as given in the pre-clearance letter and the permitted period in any case shall not be more than 7 (Seven) trading days. If the order is not executed within permitted period, the Designated Person must report the decision of not to trade after securing pre-clearance in **Form 'D'** as available on online portal and the Designated person may apply for fresh pre-clearance. Designated Persons, despite having received pre-clearance for any proposed trade, must refrain from trading if they come into possession of UPSI or if the Trading Window is closed.

10. Trading Plans:

10.1 The Designated Persons 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/ her behalf in accordance with such plan. Such trading plan shall:

- a. not entail commencement of trading on behalf of the insider earlier than 120 days from the public disclosure of the plan;
- b. not entail overlap of any period for which another trading plan is already in existence.
- c. not entail trading in securities for market abuse;
- d. set out the following parameters for each trade to be executed:
 - either the value of trade to be effected or the number of securities to be traded;
 - nature of the trade;
 - either specific date or time period not exceeding five consecutive trading days;
 - price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
 - for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and up to 20% higher than such closing price;
 - for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and up to 20% lower than such closing price

10.2 The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the PIT 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. Trading Window norms, restrictions on contra trade, and the requirement of seeking pre-clearance of trades shall not be applicable for trades executed as per an approved trading plan.

10.3 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 of the Company outside the scope of the trading plan. Provided that 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 Information at the time of the commencement of implementation and in such event, the Compliance Officer shall confirm that the commencement ought to be deferred until such Unpublished Price Sensitive Information becomes Generally Available Information so as to avoid a violation of Regulation 4(1) of the PIT Regulations.

10.4 Upon approval of the trading plan, the Compliance Officer shall notify the plan to the

stock exchanges on which the Securities of the Company are listed.

11. Restriction on Contra Trade:

- i. All Designated Persons who buy or sell any number of Securities of the Company shall not execute a contra trade i.e. sell or buy any number of Securities of the Company during the next 6 (Six) months following the prior transaction. This restriction shall not apply to shares acquired through exercise of employee stock options. The Compliance Officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the PIT Regulations.
- ii. Inadvertently or otherwise, if any trade is executed in violation of the contra trade restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
- iii. The Designated Person shall not take positions in derivative transactions in the Securities of the Company at any time.

12. Duties of Compliance Officer & Reporting Mechanism:

The Compliance Officer shall be responsible under the overall supervision of the Board of the Company for:

- i. Compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI.
- ii. Maintaining a database of the violations of this Code by Designated Persons and immediate relatives of Designated Persons.
- iii. Assisting the Board in identifying the Designated Persons to be covered by this Code on the basis of their role and function in the Company and the access to UPSI that such role and function would provide to the Designated Persons in addition to seniority and professional designation.
- iv. Pre-clearing of Designated Persons and their Immediate Relatives' trades.
- v. Reviewing trading plans to assess whether the plan would have any potential for violating the PIT Regulations, seeking undertakings as may be necessary, approving and monitoring the implementation of the plan.
- vi. Monitoring trades of Designated Persons and their immediate relatives', and the 6 implementations of codes specified under the applicable PIT Regulations; and
- vii. Providing reports to the chairman of the Audit Committee of the Company or to the

chairman of the Board on a quarterly basis on the compliance status and such other additional reports as the situations may warrant.

The Compliance Officer shall administer the Code and other requirements under the PIT Regulations, facilitate the Designated persons in addressing any clarifications with regard to the PIT Regulations and this Code.

13. Reporting Requirements for Transactions in Securities of the Company

13.1 The persons mentioned below will be required to make the following disclosures to the Compliance Officer:

- a) Initial Disclosure-Every person, within 7 (Seven) days of appointment as a Key Managerial Personnel or a Director of the Company or within 7 (Seven) days of becoming a Promoter or member of the Promoter Group, shall make a disclosure in **Form 'A'** as attached to this Code or available on online portal, disclosing securities held by them and their Immediate Relatives on their date of appointment or on becoming a Promoter or member of the Promoter Group.

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

- b) Continual Disclosure: Every promoter, member of the promoter group, designated person and director of every company shall disclose in **Form B** as attached to this Code or available on online portal 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.
- c) Intimation to Stock Exchange: 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.
- d) Any other Connected Person or class of Connected Persons shall make their disclosure of holdings and trading in the Securities of the Company in Form 'C'.
- e) Annual disclosures as on 31st day of March, each year in Form 'F', to be made on or prior to April 25 of the next financial year.

The Compliance Officer shall maintain records of all the declarations in appropriate forms given by the Designated Persons for a minimum period of five years. The Compliance Officer is authorized to amend the Forms specified in the policy, as and when SEBI amends the forms,

through circular / notification / enactment/ order, from time to time.

13.2 Documents to be shared by Designated Persons with the Company

Every Designated Person shall disclose names, PAN or any other identifier authorized by law such as Aadhar/ passport Copy, and the telephone/ mobile numbers of the following persons to the Company, on joining as well as on an annual basis and as and when information changes in Form 'G'

- (i) Immediate Relatives; and
- (ii) Persons with whom such Designated Persons share a material financial relationship. Further, names of educational institutions from which Designated Persons have graduated and names of past employers must be disclosed to the Company on a one-time basis.

For the purposes of this Code, “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a Designated Person during immediately preceding 12 (Twelve) months, equivalent to at least 25% (Twenty Five Percent) of the annual income of such Designated Person, but shall exclude relationships in which payment is based on arm's length transactions.

14. Penalty For Contravention of The Code

- a. Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents). Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.
- b. The Compliance Officer shall report all the breaches of this Code to the Board. In the event of a breach of the PIT Regulations, the Company shall promptly inform the stock exchanges where Securities of the Company are traded, in such form and manner as may be specified by SEBI from time to time.
- c. Designated Persons who violate the Code may also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, claw back, ineligibility for future participation in employee stock option plans, etc.

Any amount collected under this shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

15. Review of the policy

The Policy shall be reviewed periodically by the Board, or such individuals or committees of individuals authorized to do so by the Board and any change in the Policy shall be approved by the Board of the Company. However, all such amendments will be subject to applicable laws, rules, and regulations, from time to time.

16. Amendment

In case of any amendment (s), clarification (s), circular (s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions in this Policy and this Policy shall stand amended accordingly.

FORM A
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,
2015 [Regulation 7 (1) (b) read with Regulation 6(2) –
Disclosure on becoming a Key Managerial Personnel / Director/ Promoter/ Member of the
Promoter Group]

To
The Compliance Officer
Eastman Auto & Power Limited
ISIN of the company: [●]

Dear Sir,

Details of Securities of the Company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the Promoter Group of a listed company and Immediate Relatives of such persons and by other such persons as mentioned in Regulation 6(2) read with the Eastman Auto & Power Limited Code of Conduct to Regulate, Monitor and Report Insider Trading and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the details of my shareholding and/ or positions in derivatives in the company, is specified hereunder:

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director / or Date of becoming Promoter/ member of the Promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of security (For e.g. – 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 on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director / KMP or upon becoming Promoter/member of Promoter group			Open Interest of the Option Contracts held at the time of appointment of Director / KMP or upon becoming Promoter/member of 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 plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

FORM B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

To
The Compliance Officer
Eastman Auto & Power Limited
ISIN of the company:

Dear Sir,

Details of change in holding of Securities of the 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) read with the Eastman Auto & Power Limited Code of Conduct to Regulate, Monitor and Report Insider Trading and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the details of change in shareholding and/ or positions in derivatives in the company, is specified hereunder:

Name, PAN CIN/DIN & address with contact nos.	Category of Person (Promoter / member of the promoter group/designated person/directors/ immediate relative/ Directors/ immediate relative to/ others etc.)	Securities held prior to acquisition/disposal		Securities Acquired/Disposed			
		Type of securities (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of shareholding	Type of security (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No.	Value	Transaction Type (Purchase/Sale/Pledge/Revocation/Invocation / others, please specify)
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)

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,	Exchange on which the trade was executed
Type of security (For e.g. – Shares, Warrants, Convertible Debentures,	No. and % of shareholding	From	To			

Rights entitlement, etc.)					ESOPs etc.)	
(9)	(10)	(11)	(12)	(13)	(14)	(15)

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

(ii) Value of transaction excludes taxes/brokerage/any other charges Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives(Specify type of contract, Futures or Options etc.)			
		Buy	
Type of contract	Contract specifications	Notional value	Number of units (contracts * lot size)

Exchange on which the trade was executed-

Trading in derivatives(Specify type of contract, Futures or Options etc.)			
		Sell	
Type of contract	Contract specifications	Notional value	Number of units (contracts * lot size)

Exchange on which the trade was executed-

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

Name & Signature:

Designation:

Date:

Place:

FORM C

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

Regulation 7 (3) - Transactions by Other connected persons as identified by the company

To
 The Compliance Officer
 Eastman Auto & Power Limited
 ISIN of the company:

Dear Sir,

Details of trading in securities by other connected persons as identified by the company read with the Eastman Auto & Power Limited Code of Conduct to Regulate, Monitor and Report Insider Trading and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the details of change in shareholding and/ or positions in derivatives in the company, is specified hereunder:

Name, PAN No., CIN/DIN, & address with contact nos. of other connected persons as identified by the Company	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Dispose		
		Type of security (For e.g. – Shares, Warrants, Convertible Debenture, Rights entitlement etc.)	No. and % of share holding	Type of security (For e.g. – Shares, Warrants, Convertible Debenture, Rights entitlement, etc.)	No. & value	Transaction Type (Purchase/ Sale/ Pledge/ Revocation/ Invocation/ others – please specify)
(1)	(2)	(3)	(4)	(5)	(6)	(7)

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,	Exchange on which the trade was executed
Type of security (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlement	No. and % of shareholding	Type of security (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlement	No. and % of shareholding			

, etc.)		, etc.)			ESOPs etc.)	
(8)	(9)	(10)	(11)	(12)	(13)	(14)

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

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

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

Trading in derivatives(Specify type of contract, Futures or Options etc.)			
		Buy	
Type of contract	Contract specifications	Notional value	Number of units (contracts * lot size)

Exchange on which the trade was executed-

Trading in derivatives(Specify type of contract, Futures or Options etc.)			
		Sell	
Type of contract	Contract specifications	Notional value	Number of units (contracts * lot size)

Exchange on which the trade was executed-

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

Name & Signature:

Designation:

Date:

Place:

FORM D- Pre Clearance

(Application and Undertaking for pre-clearance of trade by Designated Person(s) under the Code of Conduct to Regulate, Monitor and Report Insider Trading – Applicable for
(a) trading beyond the market value of aggregate transactions exceeding INR 5,00,000 (Indian Rupees Five Lakhs only), and
(b) transactions which are exempt from Trading Window restrictions subject to pre-clearance in terms of the Code of Conduct to Regulate, Monitor and Report Insider Trading.)

From: -----

Shri/Smt: -----

Address: -----

*Designation: -----

*Employee Code: -----

*(Applicable to employees only)

To,
The Compliance Officer,

Date:
Eastman Auto & Power Limited

Dear Sir,
Ref: Pre-Clearance of Trades

I/My immediate relatives Shri/Smt_____, having PAN no. intend to deal in equity shares of the company for which purpose I /On behalf of my Immediate Relative request pre-clearance of the trade.

The particulars of intended trade are as under:

Sr. No.	Details of the Proposed Trade	Information Provided By Declarant
1	Number of shares proposed to be Traded	
2	Demat account details	DP ID: Client ID:
3	Nature of Trade	*Buy / Sale / Pledge
4	The Depository for this Trade	*NSDL / CDSL
5	The trade is proposed to be carried out by	
6	My / My Immediate Relatives current holding	

My undertaking for the purpose of pre-clearance is furnished herein below. This is to request you to pre-clear the proposed trade.

I/My Immediate Relative is aware that I/ We have to execute the order in respect of securities of the company within 7 trading days of the approval of pre-clearance is given.

If the order is not executed within the 7 trading days, I shall report with reasons for non-execution in Form E.

Thanking You
Signature:

Name:

(SIGNATURE)

Note: This form to be filed for self and immediate relative, separately.

FORM E

(Confirmation of non-execution of trade by Designated Person(s) under Code for Prohibition of Insider Trading)

From:

Shri/Smt:

Address:

PAN No.

Designation:

Employee Code:

To,
The Compliance Officer

Eastman Auto & Power Limited

Date:

Dear Sir, Sub: Non execution of Trade – pursuant to the preclearance approval. With reference to the above, I would like to submit that following trades have not been executed by me pursuant to the pre-clearance obtained from the compliance officer vide the letter dated [●]. Thanking you,

Yours faithfully,

(Signature)

Name:

UNDERTAKING

I on my own behalf / On behalf of my immediate relatives (we) do hereby solemnly state as under:

- (a) That I/We do not have any access nor have we received “Price Sensitive Information” up to the time of signing this undertaking (Not applicable where pre-clearance is sought during trading window closure for transactions which are exempt from trading window restrictions in terms of clause 6(A) of the Code of Conduct to Regulate, Monitor and Report Insider Trading)
- (b) That in case I/We get access to or receive “Price Sensitive Information” after the signing of this undertaking but before the execution of the transaction I/We shall inform the Compliance officer of the change in my /our position and that I/We would completely refrain from dealing in the securities of the company till the time such information becomes public. (Not applicable where pre-clearance is sought during trading window closure for transactions which are exempt from trading window restrictions in terms of clause 6(A) of the Code of Conduct to Regulate, Monitor and Report Insider Trading)
- (c) That I have not entered into an opposite transaction i.e. purchased / sold any number of shares during the preceding six months prior to the proposed transaction.
- (d) That I/We have not contravened the code of conduct for prohibition of insider trading as notified by the company from time to time.
- (e) That I/We have made a full and true disclosure in the matter.

Given under my hand this_ day of , 202_

FORM F

Annual Disclosure from Designated Person (s) under the Code of Conduct to Regulate, Monitor and Report Insider Trading

From: _____
Shri/Smt: _____
Address: _____
*Designation: _____
*Employee Code: _____
*(Applicable to employees only)

To,
The Compliance Officer,
Eastman Auto & Power Limited

Date:

Dear Sir,

SUB: PERIODIC STATEMENT OF MY SHARE HOLDING IN THE COMPANY

In terms of the requirement of the Code of Conduct to Regulate, Monitor and Report Insider Trading, for periodic disclosure the details of my holding is furnished herewith:

Period of disclosure	Number of shares held by me as on 1st April, 202_	Number of shares bought during the year ended 31st March, 202_	Number of shares sold during the year ended 31st March, 202_	Number of shares held as on 31st March/ 202_	Folio No./ Client ID/DP ID
Annual					

I/We declare that I/We have not entered into an opposite transaction i.e. purchased/sold any number of shares during the preceding six months prior to any transaction in the shares of the Company.

Thanking You,

(SIGNATURE)

Name:

Note: This disclosure is required to be given for annual returns as of 31st March each year. The disclosure should be made before 25th April each year.

FORM G

Other Disclosure including disclosure of persons with whom Designated Person(s)/ shares a Material Financial Relationship under the Code of Conduct to Regulate, Monitor and Report Insider Trading

From: _____
Shri/Smt: _____
Address: _____
Mobile Number: _____
Names of past employers: _____
PAN No./ Aadhar: _____
Names of educational institutions from which graduated: _____
*Designation: _____
*Employee Code: _____
*(Applicable to employees only)

To,

Date:

The Compliance Officer,
Eastman Auto & Power Limited

Dear Sir,

Ref: Other Disclosures including disclosure of persons with whom Designated Person(s)/ shares a material financial relationship

In terms of the requirement of the Code of Conduct to Regulate, Monitor and Report Insider Trading, for periodic disclosures the disclosure with whom I have a material financial relationship is furnished herewith:

Name of the persons with whom I/We have a material financial relationship	Kind of material financial relationship	PAN, Phone, Mobile

Thanking You,
(SIGNATURE)

Name: _____

*(Delete whatever is not applicable)

Note: Material Financial Relationship shall mean a relationship in which one person is a recipient of any kind of payment such as byway of a loan or gift from a Designated Person during immediately preceding 12 (Twelve) months, equivalent to at least 25% (Twenty Five Percent) of the annual income of Designated Person, but shall exclude relationships in which payment is based on arm's length.