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Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons (COC for Prevention of Insider Trading)

(Version 2.0 - w.e.f., 23rd September, 2024)



Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons

1. Introduction

Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the "Regulations"), as amended, requires every listed company to formulate a Code of Conduct to Regulate, Monitor and Report Trading by its Designated Persons and their immediate relatives (referred collectively in this code as "Designated Persons"), towards achieving compliance with the said Regulations, adopting the minimum standards, set out in Schedule B to the Regulations.

Pursuant to the amendments to the Regulations and in light of its impact on the compliance and disclosures pertaining to Prohibition of Insider Trading, this Policy has been approved by the Board of Directors of the Company. Accordingly, a Code of Conduct to Regulate, Monitor and Report Trading by Designated persons (the "Code") for Emami Limited (the "Company") is framed as under.

2. Objective

The objective of this Code is to regulate, monitor and report trading by all Insiders, including the Designated Persons (hereinafter specifically defined) of Emami Limited and their immediate relatives to ensure compliance with these Regulations.

3. Definitions

- a) **Act**" means the Securities and Exchange Board of India Act, 1992.
- b) **Board**" means the Board of Directors of the Company.
- c) **Audit Committee**" means the committee of the Board of Directors of the company constituted pursuant to the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR)
- d) **Code**" or **Code of Conduct**" shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by designated persons of Emami Limited. as amended from time to time.
- e) **Company**" means Emami Limited
- f) **Compliance Officer**" means the Company Secretary of the Company 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



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Unpublished Price Sensitive Information, monitoring of trades and implementation of the codes specified under the SEBI regulations under the overall supervision of the Board of Directors of the Company.

g) "**Connected Person**" shall generally include:-

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:

- an immediate relative of connected persons specified in clause (i); or
- a holding company or associate company or subsidiary company; or
- an intermediary as specified in section 12 of the Act or an employee or director thereof; or
- an investment company, trustee company, asset management company or an employee or director thereof; or
- an official of a stock exchange or of clearing house or corporation; or
- 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
- 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
- an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
- a banker of the Company; or
- a concern, firm, trust, Hindu undivided family, Company or association of persons wherein a director of a Company or his immediate relative or banker of the Company, has more than ten per cent of the holding or interest;

h) "**Dealing in Securities**" means an act of subscribing to, buying, selling or agreeing to



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subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

- i) **“Designated Person”** shall mean persons specified as such by the board of directors of the company in consultation with the compliance officer and shall include:
- i. Employees of the Company designated by the Board of Directors in consultation with the Compliance Officer, on the basis of their functional role in the Company or ability to have access to unpublished price sensitive information;
 - ii. Employees of material subsidiaries of the Company, if any, designated by their board of directors, on the basis of their functional role or ability to have access to unpublished price sensitive information;
 - iii. All promoters of the Company and all persons falling within the definition of “Promoter Group”;
 - iv. Chief Executive Officer of the Company and employees upto two level below the Chief Executive Officer irrespective of their functional role in the Company or ability to have access to unpublished price sensitive information;
 - v. All Directors of the Company;
 - vi. All Employees working in the Secretarial, Finance, and IT Department having access to unpublished price sensitive information.

Compliance officer shall maintain database of all the designated persons in digital format which includes PAN or ADHAR card issued by the Government of India (in case of Indian citizen), in case of NRI or foreign citizen similar identity proof issued by the Government wherein they resides and ensure execution of confidentiality agreement with the designated persons.

- j) **“Director”** means a member of the Board of Directors of the Company.
- k) **“Employee”** means every employee of the Company including the Directors in the employment of the Company.
- l) **“Immediate Relative”** means a spouse of a person, and includes parent/s, sibling/s, and child/children 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.
- m) **“Insider”** means any person, who is:
- i. a connected person; or
 - ii. in possession of or having access to unpublished price sensitive information (UPSI).
- Further, any person in receipt of unpublished price sensitive information pursuant to a Legitimate Business Purpose shall be considered as “Insider” for the purpose of these



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regulations.

- n) **"Key Managerial Person"** means person as defined in Section 2(51) of the Companies Act, 2013.
- o) **"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.
- p) **"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.
- q) **"Regulations"** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- r) **"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 a mutual fund.
- s) **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly. It includes pledge of securities.
- t) **"Trading Window"** means the period during which trading may be carried out in Company's securities by Designated Persons.
- u) **"Trading Plan"** ("TP") means a plan for dealing in securities of the Company for a period not less than 12 months by the persons who may be perpetually in possession of unpublished price sensitive information.
- v) **"Trading Day"** means a day on which the recognized stock exchanges are open for trading.
- w) **"Unpublished Price Sensitive Information (UPSII)"** 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 include but not restrict to, information relating to the following:
 - i. financial results;
 - ii. dividends;



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- iii. change in capital structure;
- iv. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- v. changes in key managerial personnel; and
- vi. Any such other information which may affect the price of securities

An information is 'non-public' or 'unpublished' until it has been widely disseminated to the public (through e.g., filing with NSE, BSE, or through a press conference or release) or is accessible to the public on a non-discriminatory basis and the public has had a chance to absorb and evaluate it.

- x) **"Leak of UPSI"** shall mean any act/ circumstance(s) by virtue of which an UPSI is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof.
- y) **"Contra Trade"** means a trade or transaction which involves buying or selling securities of the company and within six months trading or transacting in an opposite transaction involving sell or buy following the prior transaction.
- z) **"Other terms"** not specifically defined here shall have the same meaning as assigned under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Words and expressions used and not defined here but defined in the Securities and Exchange Board of India Act, 2015, 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.

4. Information on a need-to-know basis and Chinese Wall procedures

All Unpublished Price Sensitive Information shall be handled within the organization on a "need-to-know basis" and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of his/her legal obligations. The Policy of Legitimate purpose has been framed by the Company and forms part of "Codes of Fair Disclosures and Conduct".

There will be appropriate Chinese Walls in place, in furtherance to the principle of 'need-to-know basis.' The Company shall ensure that price sensitive information shall be handled within the



organization strictly on a need-to-know basis.

The Company has a process for how and when people are brought 'inside' on sensitive transactions. Individuals are made aware of their duties and responsibilities attached to the receipt of Unpublished Price Sensitive Information and the liability that is attached to misuse or unwarranted use of such information.

5. Restriction on Trading & prevention of misuse of unpublished Price Sensitive

Restriction on Trading & prevention of misuse of unpublished Price Sensitive Information by Designated Persons. No Designated Person and their Immediate Relatives shall trade in securities of the Company when in Possession of Unpublished Price Sensitive Information.

Subject to the above, all Designated Persons of the Company and their immediate relatives shall be subject to trading restriction as enumerated in the code.

6. Trading window

a) The period prior to declaration of Unpublished Price Sensitive Information is particularly sensitive for transaction in the Company's securities. This sensitivity is due to the fact that the Directors, Designated Persons and officers will, during that period, often possess unpublished price sensitive information.

The compliance officer shall notify a 'Trading Window' during which the Designated Persons IDs will be blocked for trading by the depositories, and shall also notify the period during which the Designated Persons may trade in the company's securities after obtaining a pre-clearance.

The Directors and Designated Persons of the Company, and their immediate relatives shall not trade in the company's securities when the trading window is closed.

The period during which the trading window is closed shall be termed as Prohibited Period, and intimation of closure shall be made through email and/or through the website of the Company.

The trading window shall also be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information, and the window may be re-opened not earlier than 48 hours after the UPSI becomes generally available or is no longer classified as UPSI.

- b) Unless otherwise specified by the Compliance Officer, the Trading Window for Dealing in Securities of the Company shall be closed for the following purposes:
- i. Financial Results



- ii. Dividends
 - iii. Change in Capital Structure
 - iv. Mergers, De-Mergers, Acquisitions, Delisting, Disposals and Expansion of Business and such other transactions
 - v. Changes in Key Managerial Personnel
- c) In respect of declaration of financial results, the Trading Window shall be closed from the end of the each quarter till 48 hours after the declaration of financial results and for any other purposes the trading window shall be closed from the date of announcement/ execution of any corporate action as the case may be, and shall be re-opened 48 hours after the said information becomes generally available.

The closure of Trading Window for purposes other than declaration of financial results and for which a specific notice/ intimation is required to be given to stock exchange shall commence from the date on which intimation of the date of Board meeting for consideration of any such Price Sensitive Information is given to Stock Exchange.

However, if the circumstances so warrant, the time for closing the Trading Window may be increased or decreased by the Compliance Officer with the approval of the Chairman of the Board / Managing Director.

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

- d) The timing for re-opening of the trading window for Trading Plans shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.
- e) All Designated Persons of the company shall conduct all their dealings in the securities of the Company only during the valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the prohibited periods or during any other period as may be specified by the Company from time to time, subject to compliance with this Code of Conduct.
- f) In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.



- g) Due notice shall be given to all the insiders who are having access to unpublished price sensitive information for legitimate purpose that such persons shall maintain confidentiality to such unpublished price sensitive information in compliance with these regulations.

7. Pre-clearance of trades

- a) All Designated Persons of the Company and their immediate relatives who intend to deal in the securities, i.e., buy or sell of securities of the company, during the trading window open period, in excess of Rs. 10,00,000/- (Rupees Ten Lacs) whether in one transaction or a series of transactions over any calendar quarter, shall require prior clearance from the Compliance Officer; however, pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
- b) Prior to approving any trades, the Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any Unpublished Price Sensitive Information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- c) Pre-clearance in respect of securities shall be executed within seven (7) trading days after approval is granted by the Compliance Officer, failing which fresh pre-clearance would be needed for the trades to be executed.
- d) The Compliance Officer shall grant approval within two (2) working days from the date of acknowledgement.
- e) The compliance officer shall retain copies of all applications and acknowledgements. In exceptional circumstances consent may not be given if the compliance officer is of the opinion that the proposed deal is on the basis of possession of any unpublished Price Sensitive Information. There shall be no obligation to give reasons for any withholding of consent.
- f) The Designated Person shall, within two (2) days of the execution of the trade, submit the details of such trade to the compliance officer (in Form – G). In case the transaction is not undertaken, a report shall be given for it.
- g) Pre-clearance of trade shall not be required for a trade executed as per an approved trading plan.
- h) If so requested by the Compliance Officer, Designated Person(s) must ensure that their stock brokers are authorized to disclose to the Company, all matters relevant to their dealings in the shares of the Company.
- i) A Designated Person who is permitted to trade shall not execute a contra trade within a



period of next six (6) months following the prior transaction. Relaxation may be given from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these Regulations. In the event, any such contra trade is executed, inadvertently or otherwise, in violation of such a restriction the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund (IEPF) administered by SEBI under the Act.

The restriction on contra trade shall not apply in case of exercise/ sale of employee stock option plan ('ESOP') shares, provided the Designated Persons do not possess UPSI and the sale is executed when the trading window is open and after obtaining pre-clearance.

8. Trading Plan

a) Importance of Trading Plan

- i. All Insiders may formulate a Trading Plan ('TP') and the same is required to be approved by the Compliance Officer and disclosed publically, subject to compliance of Code and Regulations
- ii. By virtue of TP, an Insider can plan for trades to be executed by him/ her in future
- iii. No pre-clearance would be required for dealing in the securities of the Company once the TP gets approved
- iv. By doing so, the possession of UPSI when a trade under a TP is actually executed would not prohibit the execution of such trades as that was pre-decided even before the UPSI came into being.

b) Requisites of Trading Plan

- A trading shall be executed on expiry of one hundred and twenty calendar days from the date of public disclosure of the Trading Plan.
- Designated Person shall give one TP at a time, i.e., there cannot be any overlapping of TP's.
- TP shall set out the following parameters for each trade to be executed:
 - i. Either the value of trade to be effected or the number of securities to be traded;
 - ii. Nature of the trade;
 - iii. Either specific date or time period not exceeding five consecutive trading days;
 - iv. Price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade (rounded off to the nearest numeral), subject to the range as specified



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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 upto twenty percent 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 upto twenty percent lower than such closing price.

The parameters mentioned in (i), (ii) and (iii) are required to be mandatorily stated for each trade, whereas the parameter mentioned in (iv) is optional.

Insiders may make adjustments, with the approval of the Compliance Officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.

- Trading on the basis of TP shall not lead to market abuse. If any manipulative activity is detected, it would open to initiate proceedings breach of SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.

c) Approval of Trading Plan

- i. The Compliance Officer shall review the TP to assess whether such plan has any potential and in not in violation of the Regulations and shall beentitled to seek such express undertakings as may be considered necessary including but not limited to the effect that the applicant isnot in possession of UPSI.
- ii. On the basis of such assessment, the Compliance Officer shall within two (2) days of the receipt of TP, approve or dis-approve any trading plan, so submitted. In case of dis-approval the Compliance Officer shall record the reasons for the same.

d) Notification to Stock Exchange(s)

The Compliance Officer shall notify the particulars of the approved TP to the stock exchange(s) where its securities on the day of the approval.

e) Execution of Trading Plan

- i. TP once approved shall be irrevocable and has to be mandatorily implemented without any deviation, except in case of permanent incapacity or bankruptcy or operation of law.
- ii. The implementation of the TP shall not be commenced if any UPSI in possession of the insider



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at the time of formulation of the plan has not become generally available at the time of commencement of implementation of such plan.

- iii. If the insider has set a price limit for a trade in the trading plan, he/ she shall execute the trade only if the execution price of the security is within such limit. If the price is outside the limit set by the insider, the trade shall not be executed.
- iv. In case of partial or full non-implementation of the trading plan due to permanent incapacity or bankruptcy or operation of law:
 - the insider shall intimate the same to the compliance officer within two (2) trading days of end of tenure of the trading plan with reasons and supporting documents.
 - The compliance officer shall place the information along with his recommendations before the Audit committee in the next meeting and the committee shall decide whether such non-implementation was bona-fide.
 - The compliance officer shall notify the decision of the audit committee to the stock exchange on the same day.
 - If the audit committee does not accept the submissions of the insider on non-implementation of the plan, the compliance officer shall take actions against him/ her under the Code.

9. Review of Compliance by the Audit Committee

The Compliance Officer shall ensure that the compliance of the Code is followed in law and spirit and a report is placed before the Audit Committee on an annual basis for its review.

10. Disclosure Responsibilities & formats

A. Initial Disclosures of holdings

- a) Every person upon appointment as a Key Managerial Personnel (KMP) or a Director of the Company or upon becoming a Promoter or member of the promoter group, shall disclose (in Form - B), his/ her holding of securities of the Company, along with his/ her immediate relatives, as on the date of appointment or becoming a promoter, to the Company within seven (7) days of such appointment or becoming a promoter.
- b) Every designated person shall disclose details like Permanent Account Number (PAN) or any other identifier authorized by law, names of educational institutions from which they have graduated and names of their past employers for immediate relatives, persons with whom such designated person(s) share a material financial relationship along with contact numbers which are used by them.



B. Continual Disclosures of trades

Every promoter, member of the promoter group, designated person and director of the Company shall disclose to the Company (in Form - C) the number of securities acquired or disposed of within two (2) 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 crosses the threshold limit as per Regulations i.e., aggregates to a traded value in excess of Rs. 10,00,000/- (Rupees Ten lakh) or such other value as may be specified;

Any person/ entities getting associated with the Company and falling within the ambit of 'Insider' shall make sure that their employees/ associates, in possession of UPSI, do not enter into any securities trading pertaining to the Company. Also, such Insider or their employees and associates shall disclose the holdings and trading in the securities of the Company (in Form - D).

C. Other formats/ disclosures, to monitor compliance with these Regulations would be as under:

- Application for pre-clearance of trade (Form - E)
- Undertaking for pre-clearance (Form - F)
- Report of execution of the deal of pre-clearance trade within two (2) days of deal (Form - G)
- Reporting of holdings in securities by Designated Persons as on 31st March, on an annual basis by 10th April (Form - H)

11. Dissemination of Price Sensitive Information

No information shall be passed by Designated Persons by way of making:

- (i) A recommendation for the purchase or sale of securities of the Company.
- (ii) Disclosure/ dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors.

The following guidelines shall be followed while dealing with analysts and institutional investors:-

- Only public information to be provided.
- At least 2 (two) Company representatives be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.



- Simultaneous release of information after every such meet.

12. Disclosure of Personal Information:

All Designated Persons shall be required to disclose the names and Permanent Account Number or any other Identifier of the following persons on an Annual Basis:

- (a) Immediate Relatives
- (b) Persons with whom the Designated Person shares a material financial relationship
- (c) Phone Mobile/ Cell numbers of such persons.

For the purpose of this clause, "Material financial relationship" shall mean a relationship in which one person is recipient of any kind of payment such as by way of loan or gift during immediately preceding twelve months, equivalent to at least 25% of Designated Person's annual income. However, relationships based on arm's length transactions shall not be considered.

13. Internal Control

The Company has put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading and the Audit Committee of the Company is entrusted with the responsibility to verify that the systems for internal control are adequate and are operating effectively and it shall review compliance the same quarterly.

The system for internal control includes:

- i) Identification of all employees having access to UPSI as designated employee
- ii) Identification of UPSI and maintaining its confidentiality as per the Regulations
- iii) Placing adequate restrictions on communication or procurement of UPSI as required in the Regulations
- iv) Maintaining list of all employees and other persons with whom UPSI is shared and signing confidentiality agreements and serving notices to all such employees and persons
- v) Requiring compliance of all requirements under the Regulation
- vi) Periodic process review to evaluate effectiveness of internal controls.

14. Penalty for breach of code of conduct

- a) The Designated Persons who violate the code of conduct shall be subject to disciplinary action by the Company that may include wage freeze, suspension, recovery, claw back, etc., and shall be ineligible for future participation in Employees Stock Option Plan (ESOP).



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- b) In case the Company observes that there has been a violation of these regulations, they shall inform the Board and the Stock Exchange promptly.
- c) The action by the Company shall not preclude SEBI or other Regulatory authorities from taking any action against those who are found guilty of Insider trading.
- d) If any person enters into Insider Trading, he shall be punishable with imprisonment for a term which may extend to five years or with penalty which shall not be less than ten lakh rupees (Rs. 10,00,000) but which may extend to twenty-five crore rupees (Rs. 25,00,00,000) or three times the amount of profits made out of insider trading, whichever is higher, or with both.
- e) Any amount collected as penalty under this code shall be credited to the Investor Education and Protection Fund (IEPF), administered by SEBI.

Information to SEBI in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015

In case it is observed by the Company and/ or Compliance Officer that there has been a violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015, stock exchange or any other appropriate regulatory authority must be informed by the Company in such form and such manner as may be specified by SEBI from time to time.

15. Structured Digital Database (SDD)

The Board is required to ensure that a Structured Digital Database (SDD) is maintained of every person in possession of UPSI containing the nature of UPSI, names of such persons who have shared the information along with persons with whom the information has been shared under the SEBI Regulations, along with Permanent Account Number (PAN) or any other identifier authorized by law where PAN is not available.

Such database shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

16. Amendment to the Code

This Code and any subsequent amendment(s) thereto, shall be by way of a resolution by the Board of Directors and shall be circulated to Designated Persons as per the internal communication policy of the Company, if any.

This Code is subject to review from time to time.

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/ immediate relative to/others etc) | Securities held as on the date of regulation coming into force | | % of Shareholding |
|--|---|--|-----|-------------------|
| | | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | |
| 1 | 2 | 3 | 4 | 5 |

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

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

| Open Interest of the Future contracts held as on the date of regulation coming 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: _____

FORM - B

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6(2) – Initial 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 the Promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

| Name, PAN, CIN/ DIN & Address with contact nos. | Category of Person (Promoters/ KMP/ Directors/ immediate relative/ others etc.) | Date of appointment of Director/ KMP or Date of becoming Promoter | Securities held at the time of becoming Promoter/ 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 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 becoming Promoter/appointment of Director/KMP | | | Open Interest of the Option Contracts held at the time of becoming Promoter/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 |
| 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 - 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, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

| Name, PAN, CIN/ DIN, & address with contact nos. | Category of Person (Promoters/ KMP/ Directors/ immediate relative to/ others etc.) | Securities held prior to acquisition/ disposal | | Securities acquired/Disposed | | | | Securities held post acquisition/disposal | | Date of allotment advice/ acquisition of shares/ sale of shares specify | | Date of intimation to company | Mode of acquisition/ disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs etc.) |
|--|--|--|---------------------------|--|-----|-------|--|--|---------------------------|---|----|-------------------------------|--|
| | | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. and % of shareholding | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | Value | Transaction Type (Buy/ Sale/ Pledge / Revoke / Invoke) | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. and % of shareholding | From | To | | |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 |
| | | | | | | | | | | | | | |

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

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

| Trading in derivatives (Specify type of contract, Futures or Options etc) | | | | | | Exchange on which the trade was executed |
|---|-------------------------|----------------|--|----------------|--|--|
| Type of contract | Contract specifications | Buy | | Sell | | |
| | | Notional Value | Number of units (contracts * lot size) | Notional Value | Number of units (contracts * lot size) | |
| 15 | 16 | 17 | 18 | 19 | 20 | 21 |
| | | | | | | |

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 (Indicative format)

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7(3) – Transactions by other connected persons as identified by the company]

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

| Name, PAN, CIN/ DIN, & address with contact nos. of other connected persons as identified by the company | Connection with company | Securities held prior to acquisition/ disposal | | Securities acquired/ Disposed | | | | Securities held post acquisition/ disposal | | Date of allotment advice/ acquisition of shares/ sale of shares specify | | Date of intimation to company | Mode of acquisition/ disposal (on market/ public/ rights/ Preferential offer/ off market/ Inter-se transfer, ESOPsetc.) |
|--|-------------------------|--|----------------------------|--|-----|-------|--|--|---------------------------|---|----|-------------------------------|--|
| | | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. and % of share holding | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | Value | Transaction Type (Buy/ Sale/ Pledge/ Revok e/ Invoke) | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. and % of shareholding | From | To | | |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 |

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

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

| Trading in derivatives (Specify type of contract, Futures or Options etc.) | | | | | | Exchange on which the trade was executed |
|--|-------------------------|----------------|--|----------------|--|--|
| Type of Contract | Contract specifications | Buy | | Sell | | |
| | | Notional Value | Number of units (contracts * lot size) | Notional Value | Number of units (contracts * lot size) | |
| 15 | 16 | 17 | 18 | 19 | 20 | 21 |
| | | | | | | |

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

Name: _____

Signature: _____

Place: _____

Form - E

Application for Pre-Dealing Approval

Date: _____

To,
The Compliance Officer,
Emami Limited,
Emami Tower,
687, Anandapur,
E.M. Bypass,
Kolkata – 700107

Dear Sir,

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

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct to Regulate, Monitor and Report Trading by Insiders, I/we seek approval to purchase/ sell/ subscribe/ pledge equity shares of the Company as per the details given below:

| Sl. No. | Particulars | |
|----------------|--|--|
| 1 | Name of the applicant | |
| 2 | Number of shares held as on date | |
| 3 | Folio No. / DP ID / Client ID No. | |
| 4 | The proposal is for | a) Purchase of securities b) Subscription to securities c) Sale of securities d) Pledge |
| 5 | Proposed date of dealing in shares | |
| 6 | Estimated number of shares proposed to be acquired / subscribed / sold | |
| 7 | Price at which the transaction is proposed | |
| 8 | Current market price (as on date of application) | |
| 9 | Whether the proposed transaction will be through stock exchange or off-market deal | |
| 10 | Folio No. / DP ID / Client ID No. where the shares will be credited / debited | |

I enclose herewith the form of undertaking signed by me.

Yours faithfully,

Signature: _____

FORM - F

Undertaking to be accompanied with the application for Pre-Clearance

To,
The Compliance Officer,
Emami Limited,
Emami Tower
687, Anandapur,
E.M. Bypass
Kolkata – 700107

I/ We, _____, in my/our capacity as _____ of the Company residing at _____, am/ are desirous of _____ shares of the Company as mentioned in my/ our application dated _____, for pre-clearance of the transaction.

I/ We further declare that we are not in possession of, or otherwise privy to any Unpublished Price Sensitive Information (UPSI) (as defined in the Company's Code of Conduct to Regulate, Monitor and Report Trading by Insiders, {the Code}) up to the time of signing this Undertaking.

In the event that I/ we have access to or received any information that could be construed as "Unpublished Price Sensitive Information" (UPSI) as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I/ we shall inform the Compliance Officer of the same and shall refrain from dealing in the shares of the Company until such Unpublished Price Sensitive Information (UPSI) becomes public.

I/ We declare that we have not contravened any of the provisions of the Code as notified by the Company from time to time.

I/ We undertake to submit the necessary report within two (2) days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I/ we shall execute the deal within seven (7) days of the receipt of approval failing which I shall seek pre-clearance.

I/ We declare that we have made full and true disclosure in the matter.

Place: _____

Date: _____

Signature: _____

* Indicate number of shares

FORM - G

Disclosure of Transactions

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

Date: _____

To,
The Compliance Officer,
Emami Limited,
Emami Tower,
687, Anandapur,
E.M. Bypass,
Kolkata – 700107

I hereby inform that I,

i. Have not bought/ sold/ subscribed any shares of the Company.

ii. Have bought/ sold/ subscribed to _____ shares mentioned below on _____
(date)

(Strike out whichever is not applicable)

| Name and PAN of the holder | No. of shares dealt with | Bought/ sold/ subscribed | DP ID/ Client ID/ Folio No | Value (Rs.) |
|----------------------------|--------------------------|--------------------------|----------------------------|-------------|
| | | | | |

In Connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of three (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 declare that the above information is correct and hat no provisions of the Company's Code and / or applicable laws / regulations have been contravened for effecting the above said transaction(s).

Place: _____

Date: _____

Signature: _____

Name: _____

Designation: _____

FORM – H

Annual Disclosure of Shares

To,
The Compliance
Officer,
Emami Limited,
Emami Tower
687, Anandapur,
E.M. Bypass
Kolkata – 700107

I, _____, in my capacity as _____, of the Company hereby submit the following details of equity shares held in the Company as at the end of the financial year i.e., 31st March, _____

I. Details of shares held by Key Managerial Personnel as on 31st March, _____

| Name, PAN No. & Address of Key Managerial Personnel | Beneficiary Account No./ CLID/ Folio No. | No. of shares / voting rights held Key Managerial Personnel | % of shares / voting rights held by the Key Managerial Personnel | Date of intimation of initial disclosure to the Company |
|---|--|---|--|---|
| | | | | |

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code to regulate, Monitor and Report Trading by Insiders, I hereby declare that I have the following immediate relatives as defined in the Regulations:

II. Details of immediate relatives(s)*:

| Sr. No. | Name of the immediate relative(s)* | Relation with Promoted, Director/ Key Managerial Personnel |
|---------|------------------------------------|--|
| | | |

III. Details of Shares held by immediate relative(s):

| Name, & Address of the Relative(s) | PAN No. of the Relative | Beneficiary account No. /CLID/ Folio No. | No. of shares held | % of shares |
|------------------------------------|-------------------------|--|--------------------|-------------|
| | | | | |

Date: _____

Signature: _____

***Immediate Relative** means a spouse of a person, and includes parent(s), sibling(s), and child/children of such person or of the spouse, any whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.