

CODE OF PRACTICES AND PROCEDURES

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES PURSUANT TO REQUIREMENTS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

PART-A

PREAMBLE

Goldcrest Corporation Limited (hereinafter referred to as “the Company” or “Goldcrest Group”) had introduced a Code of Conduct for prohibition of Insider Trading (existing code) in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations 1992. The said Code has been applicable to the Directors and other designated person of the Company and the connected persons.

Vide notification dated January 15, 2015 published in the official gazette, Securities and Exchange Board of India (SEBI) has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as “Revised Regulations” or “Regulations”). The Revised Regulations will come into force on the 120th day from the date of its publication in the official gazette i.e. 15th May, 2015.

As per the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Code of Conduct (hereinafter referred to as the “Code”) has been further amended and adopted by the Board of Directors of the Company at its meeting and shall come into force with effect from April 01, 2019.

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

REFERENCES

This Code should be referred to in conjunction, amongst others, with the following:

- SEBI (Prohibition of Insider Trading) Regulations 2015, as amended from time to time;
- Applicable provisions of Companies Act, 2013 as amended from time to time;
- Company's Code of Business Conduct & Ethics;

INTERPRETATION

Words and expressions not defined in this Policy shall have the same meaning as contained in the SEBI (Prohibition of Insider Trading) Regulations, 2015 (SEBI PIT Regulations), Securities and Exchange Board of India Act, 1992 or the Companies Act, 2013 and the rules and regulations made thereunder.

SCOPE & APPLICABILITY

This Code is applicable to all the Designated Persons and other connected persons as mentioned in this Code.

DÉFINITIONS

- “Act”** shall mean the Securities and Exchange Board of India Act, 1992 (15 of 1992) as amended from time to time;
- “Board”** shall mean the Board of Directors of Goldcrest Corporation Limited;
- “Code”** means this Code of Conduct for Prevention of Insider Trading as modified from time to time.
- “Compliance Officer”** means any senior officer, designated so and reporting to the board of directors or head of the organisation in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company or the head of the organisation, as the case may be. For the purpose of this regulation, “financially literate shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.”
- Insiders include:**
 - 1) Designated Persons comprising:-
 - a) Promoter, Directors, Independent Directors, KMPs & Senior Management of the Company;
 - b) Directors and KMPs of the holding Company and material subsidiary Companies, if any;
 - c) Such other persons which in the opinion of the Compliance Officer is in possession of UPSI;

- d) Immediate Relatives of designated persons;
 - e) Connected Person as defined in SEBI PIT Regulations;
 - f) Any person who is in possession of or having access to UPSI;
 - g) Any other person who may be included in the ambit of definition of Insider as per applicable SEBI Regulations and which in the opinion of the Compliance Officer of the Company needs to be included in the category of Insider;
2. Persons as mentioned under clause (a) to (g) who have ceased to be associated with the Company shall be deemed as Insiders and shall not, for a period of 6 (six) months from date of cessation, directly or indirectly trade in Company's Securities while in possession of any UPSI;
 3. Persons as mentioned under clause (a) to (g) above who ceases to be an Insider as per the Designated Person list shall be considered as an Insider for a cooling period of 3(three) months.

f. 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 so.*

UNPUBLISHED PRICE SENSITIVE INFORMATION (UPS)

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, delistings, disposals and expansion of business and such other transactions;
- changes in Key Managerial Personnel (KMP);

- Any other event as may be determined by the Company/ the Compliance Officer which is likely to materially affect the price of the Securities of the Company.

TRADING:

Means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in or pledge any Securities of the Company, and “Trade” shall be construed accordingly;

a. What Is Insider Trading

“Insider Trading” is principally the act of Trading in Securities with the advantage of having asymmetrical access to UPSI, which when published, would impact the price of the Securities in the market.

The definition of ‘Trading’ under the SEBI Regulations, is a wide one, and includes, amongst other things, subscribing, buying, selling, dealing, or agreeing to do any of those things. Further, pledging of securities of the Company, while in possession of UPSI, shall be construed as ‘Trading’.

It is generally understood that Insider Trading includes the following:

- Trading by Insiders/ employees/ Designate Persons and 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 information.

Trading by Portfolio Managers 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 by.

Insiders have independent fiduciary duties to their company and its shareholders not to trade on UPSI relating to the company’s securities. All Directors and Employees of the Company should consider themselves as Insiders with respect to UPSI about business, activities and Securities. Directors and Employees shall neither trade in Company’s Securities while in possession of UPSI relating to the Company (nor communicate, provide or allow access except on a need-to-know basis in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations) such information to others.

When a person has traded in securities while in possession of UPSI, his trades would have been presumed to have been motivated by the knowledge and awareness of such information in his possession.

b. Consequence of Non-Compliance with the Policy

Failure to comply with this Code is a disciplinary issue and may also constitute a criminal offence in certain cases. Any employee including their Immediate Relatives who violates the provisions of this Code shall be liable for such penal/disciplinary/remedial action as may be considered appropriate. All Breaches of this Code with actions taken by the Committee shall be reported to the Audit Committee & Board of Directors of the Company on a quarterly basis. The above actions of Company will be without prejudice to any civil or criminal action that the regulatory authorities may initiate against such an employee.

c. Various Procedures which have been put in place by Goldcrest Corporation Limited to Prevent Insider Trading

The following procedures have been established, and will be maintained and enforced, by the Company to prevent Insider Trading. Every Designated Person required to follow these procedures:-

RESTRICTIONS ON ACCESS TO UPSI

• Access to Information:

While dealing with UPSI, including in relation to the Company's business, earnings or prospects, capital raising, etc., the Company/ Compliance Officer shall ensure that any disclosure of UPSI will be on a need- to-know basis only and that no communication of UPSI takes places, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligation;

Designated Persons are obliged to treat UPSI with due care and have a duty to safeguard UPSI irrespective of source of receipt of UPSI. Designated Persons shall use UPSI for the specified purpose only and not for any personal gain/ avoiding any loss/ breach of applicable law.

• Inquiries from Third Parties

Inquiries from third parties, such as analysts or members of the media, about the Company should be directed/handled as per internal policy.

LIMITATIONS ON ACCESS TO UPSI

The following procedures are designed to maintain confidentiality of UPSI:

- 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.
- Restricting access to documents and files (including computer files) containing UPSI to persons on a need-to-know basis (including maintaining control over the distribution of documents and drafts of documents);
- 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. Appropriate physical and informational barriers shall be put in place to ensure confidentiality of UPSI;
- Promptly removing and cleaning up all confidential documents and other materials containing UPSI from conference rooms following the conclusion of any meetings;
- Disposing of all confidential documents and other papers containing UPSI, after there is no longer any business or other legally required need, through shredders when appropriate;
- Restricting access to areas likely to contain confidential documents or UPSI; and
- 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.;
- 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, so as to avoid any leak of UPSI.

CHINESE WALLS PROCEDURES

- In terms of the Code, Designated Persons are considered as persons having access or expected to have access to UPSI.
- To prevent the misuse of UPSI, the Company will maintain “Chinese Walls” and segregate the premises into inside areas and public areas. Inside areas refer to those areas and departments of the Company

in which UPSI may ordinarily be available. Public areas refer to those areas where any UPSI would ordinarily not be available, and to which any outside person may be allowed access.

- Inside areas shall be accessible in normal course only to Designated Persons. Designated Persons in the inside area shall not communicate any UPSI to anyone in public area. Further, Employees who are Designated Persons are to be physically segregated from Employees in public area. In exceptional circumstances Employees from the public areas may be brought “over the wall” and given confidential information on the basis of “need to know” criteria, under intimation to the Compliance Officer.
- 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.

Procedure for wall-crossing

- 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.
- Persons who are wall – crossed / receive UPSI should be notified that they would be deemed to be ‘Designated Person’ and ‘Insider’ under this Code and that consequently, such persons will be required to comply with all applicable provisions of the Code and the SEBI Regulations, till such information remains UPSI.
- 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.

INTIMATION OF DUTIES & RESPONSIBILITIES TO THE RECIPIENT OF UPSI

Any recipient of UPSI shall be deemed to be ‘Designated Person’ and ‘Insider’ for purposes of this Code. Accordingly, such persons will:

- (a) execute agreements to undertake confidentiality and non-disclosure obligations;
- (b) keep the information so received confidential;
- (c) utilise the UPSI only for the specified purpose; and

(d) otherwise not Trade in Securities of the Company when in possession of, or having access to, UPSI.

DIGITAL DATABASE OF RECIPIENT OF UPSI

As required under Regulation 3(2) of the SEBI Regulations, Compliance Officer as may be authorized by the Board, shall maintain a structured digital database of such persons or entities as the case may be with whom UPSI is shared, along with the following information pertaining to the recipients;

- Name of such recipient of UPSI;
- Name of the Organization or entity which the recipient represents
- Postal Address and E-mail ID of such recipient
- Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available

Such database shall be maintained in accordance with the SEBI Regulations from time to time, including through adequate internal controls and checks such as time stamping and audit trails to ensure non- tampering of such database.

INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING

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 Regulations to prevent Insider Trading. The internal controls shall include:-

Identifying persons who have access to, or are expected to have access to UPSI, as Designated Persons;

- Identifying UPSI and maintaining its confidentiality as required under applicable laws;
- Putting in place adequate restrictions on communication, or procurement of UPSI;
- Maintaining a list of all persons with whom UPSI is shared and making them aware of their confidentiality and other obligations under the Code;
- Periodic review the measures and internal controls implemented to evaluate their effectiveness.

Formation of Committee

The existing Audit Committee of the Board of Directors of the Company shall inquire, investigate and report to the Board the case of leak of unpublished price sensitive information by the insider.

Procedure

- a. Disclosures should be reported in writing by the complainant to the Committee as soon as he becomes aware of the leak of UPSI and the complaint should be either typed or written in a legible handwriting in English or

in the regional language. Alternatively, the same can also be sent through email to the mail id office@goldcrestgroup.com with the subject "Intimation with respect to leak of UPSI".

b. The disclosures shall be addressed to the Audit Committee of the Company:

The contact details of the committee are as under:

Chairman of the Audit Committee Goldcrest Corporation Limited

3rd Floor, Devidas Mansion, Mereweather Road, Colaba, Mumbai - 400039

c. If a disclosure is received by any executive of the Company other than Chairman of Audit Committee, the same should be forwarded to the Chairman of the Audit Committee for further appropriate action.

d. For the purpose of providing protection to the Whistle Blower, the Whistle Blower should disclose his/her identity in the covering letter forwarding such Protected Disclosure. No need to mark a copy of the communication to anyone in the Company.

e. On receipt of the disclosure the committee shall make a record of the Disclosure and also ascertain from the complainant whether he was the person who made the disclosure or not. The committee shall also carry out an initial enquiry by itself or by involving any other officer of the Company. The committee, if deems fit, may call for further information, details or particulars from the complainant.

f. The committee shall issue a show cause notice to the suspected person to submit his/her justification/reasons for leak of UPSI.

g. The investigation shall be completed normally within 60 days of the receipt of the disclosure by the committee. If it is not completed within 60 days, the committee shall record the reason in writing for the delay.

Decision

a. If an investigation leads the Chairman of the Audit Committee to conclude that there was a leakage of UPSI, the Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Chairman of the Audit Committee may deem fit.

b. It is clarified that any disciplinary or corrective action initiated against the person who has leaked the UPSI, as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

Retention of documents

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of five (5) years.

TRADING PLAN

An Insider shall be entitled to formulate a Trading Plan in compliance with SEBI Regulations for dealing in Securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan in **Annexure I**

Pre-Clearance of Trades by Designated Persons

- To provide assistance in preventing inadvertent violations of applicable SEBI Regulations and to avoid the appearance of impropriety in connection with the purchase and sale of Company's Securities, any transactions in Company's Securities (including without limitation, acquisitions and dispositions of Company's Securities) by the Designated Persons must be pre-cleared.
- In case of stock options (ESOPs), exercise of options is allowed without pre-clearance. However, the sale of shares allotted on exercise of stock options would require pre-clearance.
- The pre-clearance needs to be approved and obtained as under:
 - All Pre-clearances needs to be applied to the Compliance Officer;
 - The Pre-clearances will be approved jointly by the CFO and Compliance Officer of the Company.
 - The Designated Persons may trade in the Company's Securities only after obtaining pre-clearance of the proposed transactions from the Compliance Officer by submitting an application as per **Annexure I** and declaring that they are not in possession of any price sensitive information.
 - Any oral request from the Designated Persons under this Code and/or oral confirmation for trading in Securities of the Company is not acceptable and shall not be regarded as a valid request or approval for trading in Securities of the Company.
 - The approval/rejection would be conveyed through electronic mail. If a request to trade is refused, the Compliance Officer shall provide a written statement of the reasons, to the extent possible, for withholding his or her consent.
 - Unless the Designated Person concerned receives a formal communication from the Compliance Officer granting clearance to trade, no approval shall be deemed to have been granted and the Designated Person cannot trade in Securities of the Company.

- While granting permission, the Compliance Officer may impose certain conditions or restrictions, as may be necessary. The Compliance Officer shall also have regard to whether any declaration provided by Designated Person applying for pre-clearance is reasonably capable of being rendered as inaccurate.
- Also, Designated Person can trade only upto the number of Securities for which the approval is granted by the Compliance Officer. Any trade which is in excess of number of Securities for which approval has been granted or which is of a kind different from what has been approved, is not permissible. The same will require a fresh approval as provided in the Code.
- The pre-clearance once approved, shall be valid for a period of 7 trading days from the date of approval. The transactions approved shall be executed in single tranche;
- The Designated Person shall file within 2 (two) working days of the execution of the deal, the details of such deal, with the Compliance Officer in the prescribed form as per **Annexure II**;
- If the order is not executed within 7 trading days after the approval is given, the Designated Person must pre-clear the transaction again. The Designated Person shall also be required to provide reasons to the Compliance officer, as per format provided in **Annexure II**, in case no trades are executed or the trades executed are for lower quantity than the quantity for which the approval was sought.
- The Designated Persons shall not Enter into an opposite transaction i.e., sell or buy any number of Securities during the next 6 (six) months following the prior transaction. Provided that this shall not be applicable for trades pursuant to exercise of stock options;
- The restriction of contra Trade will not apply in respect of subscription to shares/convertibles in Follow-on Public Offer (FPO); Offer for Sale (OFS); Rights Issue or tendering of Shares in open offer; share buy-back or delisting offer, exit offers etc. The restriction of contra Trade will also not apply to Trades carried out in accordance with a Trading Plan as may be approved;
- The Compliance Officer may grant relaxation from strict application of such restriction on an application made in this behalf by the concerned Designated Person and after recording in writing the reasons in this regard; provided that such relaxation does not violate the SEBI Regulations.
- In case a contra Trade is executed, inadvertently or otherwise, in violation of the aforesaid

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;

- The Designated Person shall also not take positions in derivative transactions in the Securities of the company at any time.;
- In case the Compliance Officer of the Company intends to trade in the Securities of the Company, he/she shall seek pre-clearance of trade.

TRADING WINDOW

- The Company shall specify a trading period, to be called the "Trading Window", for trading in the Company's Securities. Any Designated Person shall not trade in any Securities of the Company during the period when Trading Window is closed;
- The Trading Window shall be closed not later than the end of every quarter till 48 hours after the declaration of financial results. The time for commencement of closing the Trading Window shall be decided by the Compliance Officer. The Trading Window shall be opened not earlier than 48 hours after the UPSI is made public;
- Additionally, the Compliance Officer can specify a time for 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 closed period.
- 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.
- When the Trading Window is open, any trading by Designated Persons shall be subject to pre-clearance by the Compliance Officer.

MISCELLANEOUS

- The gap between clearance of financial results by the Audit Committee and Board meeting for approval of such financial results should be as narrow as possible and preferably on the same day to avoid leakage of UPSI;
- In case any provisions of this Code are contrary to or inconsistent with the provisions under the SEBI Regulations, the provisions of SEBI Regulations shall prevail.

INSIDER TRADING MONITORING COMMITTEE

- The Insider Trading Monitoring Committee comprises of the following officials:
 - Chief Executive Officer (CEO)
 - Chief Financial Officer (CFO)
 - Company Secretary (CS)Company Secretary shall act as Secretary of the Committee.
- The Insider Trading Monitoring Committee shall be responsible for the following:
 - Overall administration of the Code;
 - Conducting inquiries/investigations in matter of actual/ or suspected leak of UPSI, and other violations of the Code;
 - Imposing penalty on the persons, who have defaulted in compliance with the Code;
 - Compliance with reporting requirements;
 - The Committee, considering the nature and severity of the breach, may decide to report any such breach and action taken to the Securities and Exchange Board of India. The above actions of Company will be without prejudice to any civil or criminal action that the regulatory authorities may initiate against such an employee;
 - Deciding and finalizing the list of Designated Persons and other, who should be covered by this Code from time to time;
 - The Committee can delegate all or any of the above, to the Compliance Officer of the Company

DUTIES OF COMPLIANCE OFFICER & REPORTING MECHANISM

- The Compliance Officer shall, under the supervision of the Board and the Committee, be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of Trades as per the Code and implementation of the Code,

maintaining records of the Designated Persons (and their Immediate Relatives) and any changes made in the list of Designated Persons (and their Immediate Relatives) and providing guidance and clarifications sought regarding the SEBI Regulations and the Code;

- The Compliance Officer shall submit such reports to the Board and in particular, Audit Committee of the Board, including reports in relation to Trading by Designated Persons, every quarter, to enable them to review compliance with the provisions of this Code and SEBI Regulations and to verify that the systems for internal controls are adequate and are operating effectively;
- The Compliance Officer shall maintain records of all the declarations/ disclosures given by the Designated Persons, for a minimum period of five years.
- The Compliance Officer shall be authorised to make necessary disclosures with the Stock Exchanges and other relevant statutory authorities in compliance with the SEBI Regulations.
- The Compliance Officer shall ensure uniform and universal dissemination of UPSI to avoid selective disclosure.
- 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 UPSI. He/She shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- The Compliance Officer shall discharge other functions and duties as prescribed in the Code or the SEBI Regulations.
- Such other duties as may be delegated by the Insider Trading Monitoring Committee from time to time.

REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

Initial Disclosure

- Every Promoter/Promoter Group, Directors, KMPs of the Company shall disclose their holding of securities in the company within 30 days from April 01, 2019; in **Annexure III**
- Every person on appointment as a KMP, Senior Management or a director of the Company or upon becoming a Promoter or member of the Promoter Group shall within 7 days of appointment or becoming a Promoter or a member of Promoter Group disclose details of the Securities held in the Company to the Compliance officer; in **Annexure III**

Continual Disclosures by Designated Persons

- Designated Persons shall within two trading days of transaction disclose to the Company the number of Securities acquired or disposed of, 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 ₹ 10 lacs or such other value as may be specified by the Compliance Officer in **Annexure IV**;
- The Company shall notify the particulars of Form C received within two trading days of receipt of disclosure or from becoming aware of the transaction to the Stock Exchanges;

Annual Disclosures by Designated Persons

Annual disclosure thereof containing the below details in **Annexure V** within a period of 30 days from the closure of each financial year:

- a) Name of Immediate Relatives and persons with whom such Designated Person(s) shares a Material Financial Relationship;
- b) PAN or any other identifier authorized by law of
- c) Phone, mobile numbers of persons mentioned

Note: “Material Financial Relationship” shall mean a relationship as relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.”

Disclosure by Connected Persons

The Compliance officer may, at its discretion require any other Insider to make disclosures of holdings and trading in Securities of the Company in such form and at such frequency as may be deemed necessary in order to monitor compliance with these SEBI Regulations in **Annexure VI**

The Compliance officer may from time to time review and modify the formats for submitting disclosures, as may be appropriate.

Responsibility

It is the responsibility of every Insider to whom the Code is applicable, to follow and comply with the provisions of the Code. When in doubt, the Insiders may seek assistance of the Compliance Officer for any clarification on any provisions of the Code or other related applicable regulations issued by Securities and

Exchange Board of India.

Protection of employees against retaliation and victimization

- Any suspected violation of leak of UPSI or violation of this Code can be reported under whistle blower mechanism.
- Retaliation for reporting suspected violation is strictly prohibited under this Policy.
- Employees who reports any alleged violation of insider trading laws in accordance with the Informant Mechanism introduced vide SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination.

Amendments in Law

Any subsequent amendment/modification in the SEBI Regulations and US Securities Laws, Companies Act, 2013 and/or the Listing Regulations and/or other applicable laws in this regard shall automatically apply to this Policy.

ANNEXURE I

APPLICATION FOR ANNUAL TRADING PLAN

To,

Date

The Compliance Officer

Goldcrest Corporation Limited

1. Name of the Applicant: _____ PAN _____

2. No. of securities held in the Company as on date: _____

3. Approval sought Self Immediate Relative (IR)

for:

4. Trading plan belongs for a period of _____ months i.e. for a period commencing from _____ and ending on _____

5. Details of the proposed trade:

S. No.	Nature of transaction (Sale/Purchase)	Date of transaction/period/interval for transaction	Value of trade/ No. of securities transacted	Conditions /Remarks

Undertaking:

- a) I will not commence trading earlier than six months from the public disclosure of the plan.
- b) I do not have overlapping trading plan for the same period.
- c) In the event that I am in possession/knowledge of any information that is construed as "Unpublished Price Sensitive Information" as defined in the Policy, at the time of formulation and approval of this plan but which is not made public at the time of trading as per the approved time schedule in the said plan, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public;

- d) I have not contravened the provisions of the Insider Trading Policy as notified by the Company from time to time;
- e) I have made full and true disclosure in the matter.
- f) I undertake to abide by this trading plan once approved and shall furnish such declarations/ disclosures as may be deemed necessary by compliance officer for the monitoring of this plan.
- g) I shall not use this trading plan as a tool for market abuse

Signature:

Date:

For use of Compliance Officer:

Application recd. date	Approval Date	Approval No.	Compliance Officer's signature

Approval granted for Trading Plan for a period of _ months commencing from _____ up till _____

Notification to Stock Exchange _____

Signature of Compliance Officer: _____

ANNEXURE II**FORM OF DISCLOSURE OF TRANSACTIONS***(To be furnished within 2 days from of transaction/dealing in Securities of the Company)*

Name of Designated Person	
Designation	
PAN	
Email Id	
Contact No.	
<i>If the trade was effected in the name of Immediate Relative</i>	
Name of Immediate Relative	
Nature of Relationship	
PAN	
<i>Details of Pre-clearance approved:-</i>	
Type of Transaction for which pre-clearance was applied	Purchase/ Sale
No. of Shares for which pre-clearance was applied	
Pre-clearance approved for (No. of security & date of Approval)	
<i>Details of Transaction executed</i>	
No. of Securities bought/sold	
DP ID/Client ID/Folio Number	
No. of Securities held prior to the date of transaction	
Price at which the transaction executed	
Reasons, if transaction not executed or if executed for lower quantity	
Total number of Securities held after acquisition / sale	

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 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. (applicable in case of purchase / subscription).

SEBI Regulations and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

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Signature of Designated Person

Form for initial disclosure of holdings of equity shares/ other securities of the Company Annexure III

From

Name:

Director/Designated Person:

Designation DIN/Employees Code:

PAN:-

Address:-

Date:-

To,

The Compliance Officer

Goldcrest Corporation Limited

Add:

Sir,

With reference to above, I wish to inform you that I have joined the company w.e.f. _____ as _____ (Director / Designated Person) and have read the “Code of practices and procedures and code of conduct to regulate, monitor and report trading in securities and fair disclosure of unpublished price sensitive information pursuant to the requirements of the Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2019 (Code) of the Company and declare that I along with my immediate relatives are holding equity shares / other securities of the Company as follows:-

I Statement of holding in my name:

Name	Folio No./DP ID/ Client ID	No. Of Securities	Date on which purchased/acquired

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II Details of Securities held by my immediate relatives:

Name of Relative and PAN	Relationship	Folio No./DP ID/ Client ID	No. Of Securities	Date on which purchased/acquired

I also confirm that whatever I have declared above is true and I or my immediate relatives are not holding any other Securities of the Company.

Signature

Name

		, Converti ble Debentu r es etc.)		nts, Conver tible Deben ture s etc.)				Convert ible Debent u res etc.)					
(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)

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

Name &

Signature:

Designation:

ANNEXURE V**FORM of ANNUAL DISCLOSURE**

(To be furnished before 30th April of each year for the previous year)

1	Name				
2	PAN <i>(in case of PAN is not available, any other identifier authorized by law)</i>				
3	Designation				
4	Location				
5	Contact Nos.				
6	Email Id				
7	Educational Institution of Graduation				
8	Details of Past Employment <i>(Name of the past employer/ organization)</i>				
9	Date of declaration				
10	Details of Securities held in the Company				
a.	Held by the Designated Person				
	No. of Securities	Type of Security	Folio No(s), if held in physical form:	If held in demat form	
				DP ID	Client ID
b.	Held by the Immediate Relative / person with whom Designated Person shares Material Financial Relationship				
	Name of Immediate Relative				
	Relationship				
	PAN <i>(in case of PAN is not available, any other identifier authorized by law)</i>				

<i>No. of Securities</i>	<i>Type of Security</i>	<i>Folio No(s), if held in physical form:</i>	<i>If held in demat form</i>	
			<i>DP ID</i>	<i>Client ID</i>

Notes:

- **Immediate Relative** includes spouse, parent, sibling and their children or of the spouse, any of whom is either dependent financially on them, or consults them in taking decisions relating to Trading in Securities.
- **Material Financial Relationship** means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding 12 months, equivalent to at least 25% of such payer's annual income but shall exclude relationship in which payment is based on arm's length transaction

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Signature

		Convertible Debentures etc.)		e.g. – Shares, Warrants, Convertible Debentures etc.)			/ Revoke/ Invoice)	Convertible Debentures etc.)	eholding				
(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 other Connected Person 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)

Name:

Signature:

Date:

Place:

Application for pre-clearance of trading in securities of the Company

From

Name:

Director/Designated Person:

Designation DIN/Employees Code:

PAN:-

Address:-

Date:-

To,

The Compliance Officer

Goldcrest Corporation Limited

Add:

Sir,

With reference to above, I wish to inform you that I want to purchase/sale _____ equity shares /other securities of the Company from the open market/private arrangement, details of the same are as mentioned below:-

Sr.No	Heading	Particulars
1	Existing Holding of the shares/other securities	
2	Folio No./DP_ID and CL_ID	
3	Nature of new transaction: Sale/Purchase	
4	Quantity want to Purchase/Sale	
5	Price at which you want to purchase/sale	
6	Estimated consideration	

7	Mode of transaction – Private / Open Market	
8	Purpose of purchase/sale	
9	In whose name (with relation) the transactions will take place	

I /We declare that I/ We have complied with the requirements of Company’s Code of Practices and procedures and code of conduct to regulate, monitor and report trading in securities and fair disclosure of unpublished price sensitive information” based on the Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015. I am executing an undertaking as required and enclosed herewith. You are requested kindly to give your permission to trade in the equity shares/ other securities of the Company as requested above.

Signature Name

