



ITALIAN EDIBLES LIMITED

(Formerly known as
"ITALIAN EDIBLES PRIVATE LIMITED")

POLICY ON PROHIBITION OF INSIDER TRADING ("PIT Policy")

Approved by Board: 25th September 2023



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1. INTRODUCTION

This code is formulated as required under the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 (herein after referred to as "**the Regulations**" or "**Insider Trading Regulations**") as amended from time to time.

2. DEFINITIONS

In these regulations, unless the context otherwise requires, the following words, expressions and derivations therefrom shall have the meanings assigned to them as under :-

- (a) "**Act**" means the Securities and Exchange Board of India Act, 1992 (15 of 1992);
- (b) "**Board**" means the board of directors of the Company;
- (c) "**Code**" or "**Code of Conduct**" shall mean the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and Their Immediate Relatives, as amended from time to time.
- (d) (i) "**Company**" means ITALIAN EDIBLES LIMITED
(ii) "**Compliance officer**" means The Company Secretary of the Company or such other senior officer of the Company, who is so designated and, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under Insider Trading 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the codes specified in Insider Trading Regulations under the overall supervision of the board of directors of the Company or the chief executive officer of the Company, as the case may be;

Explanation:

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.

- (e) "**Connected Person**" means, -
 - (i) any person who is or has during the six months prior to the concerned act, associated with the Company, in any capacity directly or indirectly, 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, whether



temporary or permanent, with the company, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access:

Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be Connected Persons unless the contrary is established -

- (a) a relative of connected persons specified in clause (i); or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or
 - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - (g) a member of the board of directors or an employee, of a public financial institution as defined in section 2(72) of the Companies Act, 2013; or
 - (h) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
 - (i) a banker of the Company; or
 - (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director or his relative or banker of the company, has more than ten per cent of the holding or interest; or
 - (k) a firm or its partner or its employee in which a connected person specified in clause (e) is also a partner; or
 - (l) a person sharing household or residence with a connected person specified in clause (e).
- (f) "**Designated Persons**" means
- (i) All Promoters of the Company and Promoters who are individuals or investment companies for intermediaries or fiduciaries;



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- (ii) All directors, key managerial personnel and employees upto two levels below chief executive officer ("**CEO**") of the Company;
 - (iii) All employees or such other person as identified by the Compliance Officer in consultation with CEO / chief financial officer ("**CFO**") basis of his/her role and function in the Company to access Unpublished Price Sensitive Information.
 - (iv) All employees in IT, Finance, Accounts, Legal & Secretarial departments as identified by the Compliance Officer in consultation with CEO / CFO who have or have the ability to have access to Unpublished Price Sensitive Information.
 - (v) Employee of the Company, intermediary or fiduciary such as IT staff or secretarial staff or finance/accounts staff or any other employee who have access to Unpublished Price Sensitive Information.
 - (vi) Any other employee designated by the Company to whom these trading restrictions shall be applicable.
 - (vii) CEO and employee upto two levels below CEO of Material Subsidiary(ies) of the Company.
 - (viii) Employees of Material Subsidiary(ies) of the Company designated on the basis of their functional role or access to Unpublished Price Sensitive Information in the organization by their board of directors;
 - (ix) Such other connected persons who may have access to Unpublished Price Sensitive Information;
- (g) "**Fiduciary**" or "**Fiduciaries**" includes professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising the Company or any other person who are required to handle Unpublished Price Sensitive Information of the Company.
- (h) "**Generally Available Information**" means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media;
- (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: It is hereby clarified that 'spouse' of a person will be considered immediate relative irrespective of whether he/she is financially dependent or consults such person in taking decisions relating to trading in securities.

- (j) **"Insider"** means any person who is:
- (i) a Connected Person; or
 - (ii) in possession of or having access to Unpublished Price Sensitive Information;

Note:

Since **"generally available information"** is defined, it is intended that anyone in possession of or having access to unpublished price sensitive information should be considered as an "insider" regardless of the manner in which one came into possession of or had access to such information. Various circumstances are provided to enable such a person to demonstrate that he has not indulged in insider trading. Therefore, this definition is intended to bring within its reach any person who is in receipt of or has access to unpublished price sensitive information. The onus of showing that a certain person was in possession of or had access to unpublished price sensitive information at the time of trading would, therefore, be on the person leveling the charge after which the person who has traded when in possession of or having access to unpublished price sensitive information may demonstrate that he was not in such possession or that he has not traded or he could not access or that his trading when in possession of such information was squarely covered by the exonerating circumstances."

- (k) **"Insider Trading Compliance Tool"** a software to be developed in house by the Company / procured from third party vendor to ensure the compliances of Insider Trading Regulations as implemented / to be implemented by the Compliance Officer in consultation with CFO / CEO.
- (l) **"Intermediary"** or **"intermediaries"** refers to every intermediary registered with Securities and Exchange Board of India ("**SEBI**")
- (m) **"Key Managerial Personnel"**, in relation to the Company, means- persons as defined in Section 2(51) of the Companies Act, 2013
- (n) **"Legitimate purpose"** shall include sharing of Unpublished Price Sensitive Information of the Company in the ordinary course of business on a need-to-know basis by an Insider with his/ their:
- (i) partners;
 - (ii) collaborators;
 - (iii) lenders;
 - (iv) customers;



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- (v) suppliers;
- (vi) merchant bankers;
- (vii) legal advisors;
- (viii) auditors;
- (ix) insolvency professionals;
- (x) promoter or holding company;
- (xi) governmental and other statutory authority or a court of law;
- (xii) Intermediaries and fiduciaries; and
- (xiii) Other advisors or consultants

Provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations or this Code

- (o) "**Material Subsidiary**" shall mean a subsidiary, whose turnover or net worth exceeds 10% of the consolidated turnover or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year or on the basis of such other criteria as may be prescribed.
- (p) "**Promoter**" and "**Promoter Group**" shall have the meanings assigned to them under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- (q) "**Securities**" shall have the meaning as specified in Securities Contracts (Regulation) Act, 1956 or any modification thereof;
- (r) "**Subsidiary company**" in relation to any other company as defined in Section 2(87) of the Companies Act, 2013;
- (s) "**Takeover Regulations**" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- (t) "**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;

Note: Trading shall also include creation/invocation/revocation of pledge.
- (u) "**Trading Day**" means a day on which the recognized stock exchanges are open for trading;



- (v) **"Unpublished Price Sensitive Information" or "UPSI"** means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: -
- (i) periodical financial results of the Company;
 - (ii) recommendation and/or declaration of dividends (both interim and final);
 - (iii) change in capital structure including but not limited to issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company's shares;
 - (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel; and
 - (vi) any other matter or information as may be prescribed by SEBI/considered by the Compliance Officer to be price sensitive from time to time.
- (w) **"Relative"** shall mean the following:
- (i) Spouse of the person;
 - (ii) Parent of the person and parent of its spouse;
 - (iii) Sibling of the person and sibling of its spouse;
 - (iv) Child of the person and child of its spouse;
 - (v) Spouse of the person listed at subclause (iii); and
 - (vi) Spouse of the person listed at sub clause (iv).

Note:

It is intended that the relatives of a "connected person" to become connected persons for the purpose of these regulations. It is a rebuttable presumption that a connected person had UPSI.

3. INTERPRETATION:

- a) Words and expressions used and not defined in Insider Trading Regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and



regulations made there under shall have the meanings respectively assigned to them in those legislation.

- b) This Code can be modified/amended/alterd only by Board of Directors of the Company.

But in case of any statutory modification or amendment or alteration of the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations 2015, the newly modified/amended/alterd provisions of the Regulation shall be deemed to be implemented in the Code immediately with effect from the date of the statutory notification for modification or amendment or alteration etc.

- c) The amended code should be placed before the board of directors of the Company in the board meeting held immediately after the date of statutory notification for modification/amendment/alteration etc. of the Insider Trading Regulations for noting.

4. COMPLIANCE OFFICER

- a) The Compliance Officer is responsible for compliance of policies, procedures, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the codes specified in Insider Trading Regulations under the overall supervision of the Board of the Company.
- b) The Compliance Officer shall maintain records of Designated Persons and any changes made to the list of Designated Persons, all the declarations submitted in the appropriate form given by the Designated Persons
- c) The Compliance Officer shall ensure proper assistance to all the employees / directors in addressing any clarifications regarding the Insider Trading Regulations and this Code.
- d) The Compliance Officer shall in consultation with the managing director ("MD") and/or CEO and the Board specify prohibited period (i.e., closure of the trading window) from time to time and make announcement/s thereof ensuring that prohibited period is intimated to all concerned before the commencement of the said period.
- e) The Compliance Officer shall implement punitive measures or disciplinary action prescribed for any violation or contravention of this Code.
- f) The Compliance Officer shall report to the board of directors of the Company.
- g) The Compliance Officer shall provide report to the chairman of the audit committee, if any, or to the chairman of the Board at the beginning of each



financial year on adequacy of internal controls in place in the Company for ensuring compliances of Insider Trading Regulations.

5. PRESERVATION OF "UNPUBLISHED PRICE SENSITIVE INFORMATION"

- a) All UPSI is to be handled on a **"need to know"** basis, i.e., UPSI should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or likelihood of misuse of the information.
- b) To prevent the misuse of confidential information the Company shall adopt a 'Chinese Wall' procedure. In exceptional circumstances i.e., in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations, any Designated Person may be permitted to 'cross the wall' and give UPSI to any person on a 'need to know' basis, under intimation to the Compliance Officer.
- c) No Insider shall communicate, provide, or allow access to any UPSI, relating to the Company or securities, to any person including other Insiders except where such communication is in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.
- d) No person shall procure from or cause the communication by any Insider of UPSI, relating to the Company or securities, except in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.
- e) However, UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction which:
 - i. entails an obligation to make an open offer under the takeover regulations where the Board of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or
 - ii. does not attract the obligation to make an open offer under the takeover regulations but where the Board of the Company is of the informed opinion that the proposed transaction is in the best interests of the Company and the information that constitutes UPSI is disseminated to be made generally available at least two Trading Days prior to the proposed transaction being effected in such form as the Board may determine to be adequate and fair to cover all relevant and material facts.
- f) For the above purposes, the Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of this clause and shall not otherwise trade in securities of the Company when in possession of UPSI.



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

The Compliance Officer shall ensure that a Structured Digital Database ("**SDD**") is maintained containing the names of such persons or entities as the case may be with whom information is shared under this Code along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

In order to maintain SDD, the Company may develop in-house SDD software or appoint third party vendor to implement SDD software on Company's server and Compliance Officer shall ensure that such third-party vendor would not have access to any UPSI of the Company while deployment / maintenance of SDD software.

The Compliance Officer shall ensure that SDD shall be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

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

All Designated Persons and their Immediate Relatives shall be subject to trading restrictions enumerated herein. As a general overriding rule, no Insider shall trade in securities of the Company when in possession of UPSI. When a person who is in possession of UPSI, has traded in securities, his trades would be presumed to be motivated by the knowledge and awareness of such information in his possession.

Trading Plans

An Insider shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan. Board of Directors of the Company represented by its MD and/or CEO is the approving authority in case of trades done by the Compliance Officer or his Immediate Relatives.

Such trading plan shall:-

- (i) not entail commencement of trading on behalf of the Insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;
- (ii) not entail overlap of any period for which another trading plan is already in existence;



- (iii) Disclose either the value of trade to be effected or the number of securities to be traded, either a specific date or a time period not exceeding five consecutive trading days, along with the nature of the trade and the intervals at, or dates on which such trades shall be effected;
- (iv) Option to set Price Limits: In addition to the disclosures mentioned above, Insiders now have the option to establish a price range limited to +/- 20% of the buy/sell trades based on the closing price on the day before the submission of the trading plan. The Insider will execute the trade only if the security's execution price falls within this limit. If the security's price exceeds the Insider's set limit, the trade shall not be executed;
- (v) not entail trading in securities for market abuse.

The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of Insider Trading 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.

Provided that pre-clearance of trades shall not be required for a trade executed as per approved trading plan.

Provided further that trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

The trading plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either to execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

Provided that the implementation of the trading plan shall not be commenced if any UPSI in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.

Upon approval of the trading plan, the Compliance Officer / Board of Directors of the Company represented by its MD as the case may be shall notify the plan to the stock exchanges on which the securities are listed. The Compliance Officer must approve or reject the trading plan within two trading days of receipt and notify the approved plan to the stock exchanges on which the securities are listed on the day of approval.

The trading plan once approved may be non-executed in cases such as adverse price movements, permanent incapacity, bankruptcy, operation of law, or inadequate liquidity in the scrip. The Insider must inform the



Compliance Officer of such non-execution. The Compliance Officer shall then present the matter, along with recommendations, to the Audit Committee for their consideration. The Audit Committee will make the final decision on whether such non-implementation is bona fide or not. Subsequently, this decision must be communicated to the stock exchanges.

7. TRADING WINDOW AND PRE- CLEARANCE OF TRADES

a) Trading Window

- i. Other than the period(s) for which the 'trading window' is closed as prescribed hereunder, the same shall remain open for trading in the Securities of the Company by the Designated Persons and their Immediate Relatives. Trading window will be closed from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by the audit committee and the Board meeting should be as narrow as possible and preferably on the same date to avoid leakage of material information.
- ii. In addition to the above, Trading window may be closed by the Company during such times in addition to the above period as it may deem fit from time to time including when the Compliance Officer determines that a Designated Persons or a class of Designated Persons can be reasonably expected to possess UPSI till 48 hours after the UPSI is made public.
- iii. No Designated Person and their Immediate Relatives shall trade in the securities of the Company when the Trading Window is closed.
- iv. It shall be the responsibility of the Designated Persons to advise their Immediate Relatives of Trading Window period closures.
- v. The trading window restrictions shall not apply in respect of transactions (a) specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulation 4 of the Insider Trading Regulations and in respect of a pledge of shares for a bona fide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer and compliance with the respective regulations made by SEBI; (b) which are 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 offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by SEBI from time to time

b) Pre- clearance of Trades

- i. All Designated Persons of the Company, who intend to trade in the securities of the Company irrespective of the value of the trade will have



to make an application to the Compliance Officer in the prescribed form (Form E) given in this Code for pre-clearance of the transaction.

- ii. The application for approval for pre-clearance shall be made in Form E by the concerned Designated Person to the Compliance Officer. 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. The Compliance Officer shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- iii. The restrictions contained in this clause shall also apply to Immediate Relatives in respect of which the concerned Designated Person shall be responsible for the compliance under this Code.

8. OTHER RESTRICTIONS

The following additional restrictions shall apply wherein pre-clearance for the trade has been sought by Designated Persons:

- (a) All the pre-approved trades shall in respect of the securities of the Company shall be executed within seven Trading Days after the approval of pre-clearance is given, failing which, fresh pre-clearance for trades to be executed shall be obtained.
- (b) The concerned persons shall disclose to the Company in the prescribed Form (Form F) the number of securities acquired or disposed of for which pre-clearances is obtained within two Trading Days of such transaction.
- (c) The concerned persons shall disclose to the Company in the prescribed Form (Form F) the number of securities not traded including reasons for such decision for which pre-clearances is obtained within two Trading Days of completion of three Trading Days after the approval of pre-clearance is given.
- d) The disclosures to be made by any person under this Code shall include those relating to trading by such person's Immediate Relatives, and by any other person for whom such person takes trading decisions.
- e) The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account.
- f) Any Designated person who is permitted to trade shall not execute a contra trade within six months. In case any contra trade is executed, inadvertently or otherwise, in violation of the restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act. This shall not be applicable for trades done in pursuance of a valid and approved trading plan and trades done pursuant to exercise of employee stock options.



- g) In case trading in securities is necessitated by personal emergency, the holding period of six months as specified above may be waived by the Compliance Officer after recording in writing his/her reasons in this regard. An application for waiver of holding period shall be made to the Compliance Officer through concerned Departmental Head in the prescribed Form (Form K).

9. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

Initial Disclosures

Every person on appointment as key managerial personnel or a director of the Company or upon becoming a Promoter or member of the Promoter Group shall disclose his holding of securities of the Company as on the date of appointment or becoming a Promoter or member of the Promoter Group, to the Company within seven days of such appointment or becoming a Promoter in Form - B;

Continual Disclosures

- (a) Every Promoter, member of the Promoter Group, Designated Person and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two Trading Days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified in Form - C;
- (b) The Company may 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.

Explanation:

It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause (a) of sub-regulation (2).

Every Designated Person of the Company shall within 30 days of the beginning of every financial year, disclose to the Company, in the prescribed Forms (Form G and Form H) as may be applicable) or such other system generated forms from Insider Trading Compliance Tool, details and the holding of such securities as at the end of the financial year and the details of each purchase / sale of the securities during the financial year so ended. Any change in information provided earlier (other than holding of securities) shall be informed within 30 days of such change in prescribed form. Further, Designated Persons shall, in Form- J, disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on an annual basis and as and when the information changes:



- a. Immediate Relatives;
- b. persons with whom such Designated Person(s) shares a material financial relationship
- c. phone, mobile and cell numbers which are used by them.

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one-time basis (Form - I).

Disclosures by other connected persons.

The Company may, at its discretion require any other Connected Person or class of Connected Persons to make disclosures of holdings and trading in securities of the Company in Form – D and at such frequency as may be determined by the Company in order to monitor compliance with these regulations.

10. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING

The MD and/or CEO of the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements of Insider Trading Regulations to prevent insider trading.

The internal controls shall include the following:

- a. all employees who have access to UPSI are identified as Designated Person;
- b. all the USPI shall be identified and its confidentiality shall be maintained as per the requirements of the Insider Trading Regulations;
- c. adequate restrictions shall be placed on communication or procurement of UPSI as required by the Insider Trading Regulations;
- d. lists of all employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
- e. periodic process review to evaluate effectiveness of such internal controls.

The Audit Committee of the Company shall review compliance with the provisions of the Insider Trading Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

11. PROTECTION TO EMPLOYEES

Any employee who voluntarily submits information to the SEBI under Regulation 7B or acts in the manner as specified under Regulation 7I of the Insider Trading Regulations, relating to an alleged violation of the Insider Trading Regulations that has occurred, is occurring or has a reasonable belief that it is about to occur, shall



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be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination by the Company, irrespective of whether the information is considered or rejected by SEBI or he or she is eligible for a reward under the Insider Trading Regulations.

"Employee" means any individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under the Insider Trading Regulations and is a director, partner, regular or contractual employee, but does not include an advocate.

12. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT

- 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. Action taken by the Company shall not preclude SEBI from further action in case of violation of the Insider Trading Regulations.
- b. The Compliance Officer shall report all the breaches of this Code to the Board. In the event of a breach of the Insider Trading 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.

13. DISCLOSURES

This Code and any amendment thereof will be published on the Company's official website and formulation and publication of the same shall be confirmed to the Stock Exchange(s) where the securities of the Company are listed.

14. POLICY REVIEW AND AMENDMENTS

The Board reserves the power to review and amend this Code from time to time. All provisions of this Code would be subject to revision / amendment in accordance with applicable laws as may be issued by relevant statutory, governmental and regulatory authorities, from time to time. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant statutory, governmental and regulatory authorities are not consistent with the provisions laid down under this



Code, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder.