



**CODE OF CONDUCT
FOR PREVENTION OF INSIDER TRADING

AND

CODE OF PRACTICES AND PROCEDURES FOR
FAIR DISCLOSURE OF UNPUBLISHED PRICE
SENSITIVE INFORMATION**

CLAY CRAFT INDIA LTD

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CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

1. PREAMBLE

The Securities and Exchange Board of India (hereinafter referred to as "SEBI" has promulgated the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as the "Regulations" or "SEBI Regulations"), as amended from time to time. The objective of the Regulations is to prevent Insider Trading by prohibiting trading, communicating, counseling or procuring Unpublished Price Sensitive Information ("UPSI").

Clay Craft India Ltd (hereinafter referred to as the "CCIL/Company") has framed "The Code of Conduct for Prevention of Insider Trading" which is binding on all the insiders during the course of performance of their duties. The Company recognizes that strict compliance of the Code is a basic pre-requisite for ensuring full confidentiality of all "Unpublished Price Sensitive Information" and to build general investor confidence and stakeholder credibility.

Further, the Company has adopted the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" to ensure timely and adequate disclosure of Price Sensitive Information.

"The Code of Conduct for Prevention of Insider Trading" and the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" are hereinafter referred to as the "Code of Conduct". This Code shall be applicable to all the Insiders, Connected Persons, Designated Persons and Immediate Relatives of Designated Persons as defined in this Code.

2. DEFINITIONS

The following terms and phrases as used anywhere in this Code of Conduct shall be interpreted to convey the meaning ascribed to them hereunder:

1. **"Act"** means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
2. **"Audit Committee"** shall mean committee of the Board 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 Listing Obligations").
3. **"Board"** shall mean the Board of Directors of Clay Craft India Ltd.
4. **"Company"** shall mean Clay Craft India Ltd.
5. **"Compliance Officer"** means the Company Secretary of the Company, or such other senior officer designated as such and reporting to the Board of Directors of the Company, or the head of the organization in case the Board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI 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 under the SEBI Regulations under the overall supervision of the Board of Directors of the Company.
6. **"Connected Person" means-**

- (i) any person who is or has been, during the six months prior to the concerned act, associated with a 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 a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -
 - (a) a relative of connected persons specified in (i); or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or
 - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - (g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - (h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - (i) a banker of the company; or
 - (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company 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 (i) is also a partner; or
 - (l) a person sharing household or residence with a connected person specified in (i).

7. **“Contra Trade”** means a trade or transaction which involves buying or selling of any number of Securities of the Company and within 6 months of trading or transacting in an opposite transaction involving such sell or buy following the prior transaction.

8. **“Designated Persons”** shall mean such persons as specified by the Board, on the basis of their roles and function in the organization and access that such roles and functions would provide to UPSI and shall include:

- (i) Directors of the Company.
- (ii) Key Managerial Personnel of the Company.
- (iii) Employees of the Company on the basis of their functional role or that have access to UPSI, designated from time to time.
- (iv) All Promoters and members of the Promoter Group of the Company.
- (v) Such other persons as may be identified from time to time including support staff (such as IT, Legal, Production, Finance, Accounts, Secretarial, Internal Audit, Corporate Communications, etc.) who may have access directly or indirectly to UPSI.

9. **“Director”** shall have the meaning assigned to it under the Companies Act, 2013.

10. **"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
11. **"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.
12. **"Insider"** means any person who is:
 - (i) a connected person; or
 - (ii) in possession of or having access to unpublished price sensitive information.
13. **"Key Managerial Personnel"** shall have the meaning assigned to it under the Companies Act, 2013.
14. **"Legitimate Purpose"** shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these SEBI Regulations.
15. **"Material Subsidiary"** shall have the meaning assigned to it under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendment or modification thereof.
16. **"Officer"** shall have the meaning assigned to it under the Companies Act, 2013.
17. **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 15[2018] or any modification thereof.
18. **"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.
19. **"Relatives"** 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 referred in (iii) and (iv) above.
20. **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof.
21. **"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;
22. **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;
23. **"Unpublished Price Sensitive Information"** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming

generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:-

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
- (v) changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- (vi) change in rating(s), other than ESG rating(s);
- (vii) fund raising proposed to be undertaken;
- (viii) agreements, by whatever name called, which may impact the management or control of the company;
- (ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- (x) resolution plan/restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- (xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- (xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- (xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- (xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- (xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- (xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1- For the purpose of sub-clause (ix):

- a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

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

3. PROHIBITION ON COMMUNICATING OR PROCURING UPSI

An Insider shall not –

- (i) communicate, provide, or allow access to any UPSI, relating to the Company or its Securities, to any person including other Insiders, except to the extent allowed by this Code or SEBI Regulations; or
- (ii) procure from or cause the communication by an Insider of UPSI, relating to the Company or its Securities.

Provided that nothing contained above shall be applicable when an UPSI is communicated, provided, allowed access to or procured:

- (i) in furtherance of legitimate purposes, performance of duties or discharge of legal obligations pursuant to appropriate notice, confidentiality and non-disclosure agreements being executed; or
- (ii) in the event the Board of Directors directs or causes the public disclosure of UPSI in the best interest of the Company; or
- (iii) within a group of persons if such persons have been identified and secluded within a 'Chinese wall' or information barrier by the Compliance Officer from the rest of the Company for a particular purpose and/or for a specified period of time in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, and are subjected to, among other conditions, additional confidentiality obligations, information barriers designed to prevent exchanges of UPSI outside the 'Chinese wall' and the execution of an undertaking by such persons to abstain and / or forego Trading during such seclusion or till the UPSI no longer constitutes UPSI and has become Generally available information or such UPSI cease to exist. The norms for appropriate 'Chinese wall' procedures, and processes for permitting any designated person to "cross the wall" shall be as determined by the Company from time to time.

4. PROHIBITION ON INSIDER TRADING

1. An Insider shall not, directly or indirectly, –

- (i) Trade in Securities of the Company that are listed or proposed to be listed when in possession of UPSI;
- (ii) Trade in Securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI; and
- (iii) Provide advise/tips to any third party on trading in Company's securities while in possession of UPSI.

2. **Trading in Securities of other Companies:** No Designated Person while in possession of unpublished price sensitive information about any other public Company gained in the course of employment with the Company shall, (a) Trade in the Securities of the other public Company, (b) "tip" or disclose such material non-public information concerning that Company to anyone, or (c) give trading advice of any kind to anyone concerning the other public Company.

3. No Insider shall take positions in derivative transactions in the Securities of the Company at any time.
4. The restriction in 4 (1) above may not apply to:
 - (a) a transaction that is an off-market inter-se transfer between Insiders who were in possession of the same UPSI without being in breach of this code and both parties had made a conscious and informed Trade decision.
 - (b) a transaction carried out through block deal window mechanism between persons who were in possession of UPSI without being in breach of this Code and both parties had made a conscious and informed Trade decision.
 - (c) a transaction carried out pursuant to statutory or regulatory obligation to carry out a bona fide transaction;
 - (d) a transaction undertaken pursuant to the exercise of stock options and the exercise price is pre determined with applicable regulations; and
 - (e) trades pursuant to a Trading Plan set up in accordance with this Code and the SEBI Regulations.

The exceptions in paragraph 4(4) above reflects the statutory exceptions in Regulation 4(1) of the SEBI Regulations, and nothing above shall preclude the prior approval or other requirements in relation to trading in Company's securities under the Code, as set out herein.

5. PROCEDURE TO BRING ANY OTHER PERSON IN SENSITIVE TRANSACTIONS

The Company shall follow the below procedure to include any other person as an Insider while dealing in sensitive transactions or sharing of UPSI:

1. The Managing Director, Executive Director/Whole-time Director or KMPs of the Company, may involve any other person, based on the requirement, in sensitive transaction pursuant to a legitimate purpose.
2. Such person(s) shall be considered as an Insider and give an undertaking to the Company for maintaining confidentiality and non-disclosure of UPSI obtained.
3. The Compliance Officer shall make Insider aware of their duties and responsibilities attached to the receipt of UPSI and the liability in case of misuse or unwarranted use of UPSI.

The provision of this Code of Conduct shall be applicable to such other person during their involvement in sensitive transaction.

6. TRADING WINDOW

1. The Compliance Officer shall notify a 'trading window' during which the Designated Persons may trade in the Company's Securities after securing pre-clearance from the Compliance Officer in accordance with this Code.
2. Designated Persons and their Immediate Relatives shall not Trade in the Company's Securities when the trading window is closed.
3. The trading window shall generally be closed from the end of every quarter till 48 hours after the declaration of financial results.

4. The trading window may be closed by the Company during such time in addition to the above period, as it may deem fit by the Compliance Officer.
5. Additionally, the trading window shall be closed in particular for a Designated Person or class of Designated Persons when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI, for such periods as determined by the Compliance Officer. Designated Person or class of Designated Persons will receive a notification on such special blackout periods.
6. The trading window may be re-opened after closure, not earlier than 48 hours after the UPSI in question becomes generally available information or is no longer classified as UPSI.
7. The trading window restriction shall not apply for below cases:
 - (i) off-market inter-se transfer between insiders who were in possession of the same UPSI without violating the Code and both parties had made a conscious and informed trade decision.
 - (ii) transaction carried out through the block deal window mechanism between persons who were in possession of the UPSI without violating the Code and both parties had made a conscious and informed trade decision.
 - (iii) transaction carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
 - (iv) transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
 - (v) trades executed as per the Trading Plan set up in accordance with the Code.
 - (vi) pledge of shares for a bona fide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer.
 - (vii) transactions undertaken in accordance with respective regulations made by SEBI, such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by SEBI from time to time.
 - (viii) transmission of Securities.

When the trading window is open, trading by Designated Persons and their immediate relatives shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed trades is above the threshold limit i.e. if the cumulative trading whether in one transaction or a series of transactions **in any calendar quarter exceeds Rs. 10 lakh (Ten lakhs)** or such other amount as may be specified by the Board of Directors from time to time.

7. PRE-CLEARANCE OF TRADING

1. All Designated Persons who intend to trade in securities of the Company (either in their own name or through their Immediate Relatives) i.e., buy/sell/gift/transfer/pledge/un-pledge etc., during the trading window open period and if the value of the securities likely to be traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to

a traded value in excess of Rs. 10,00,000/- (Rupees Ten Lakh Only), should pre-clear the transactions by making an application in the format set out in **Annexure - 1** to the Compliance Officer indicating the estimated number of units of securities that the Designated Person or Immediate Relative(s) intends to trade and such other details as specified in the form and also declare that the applicant is not in possession of UPSI as per **Annexure - 2**.

2. The Compliance Officer shall not approve any proposed trade by Designated Person if the Compliance Officer determines that such Designated Person is in possession of UPSI even though the trading window is open.
3. The Compliance Officer may, after being satisfied that the application and undertaking are true and accurate, approve the trading by a Designated Person, on the condition that the trade so approved shall be executed within seven trading days following the date of approval.
4. The Board of Directors of the Company shall be the approving authority for the pre-clearance application of Compliance Officer.
5. The Designated Person shall, within two days of the execution of the trade, submit the details of such trade to the Compliance Officer as per **Annexure - 3**. In case the transaction is not undertaken, a report to that effect shall be filed in the said form.
6. If the pre-cleared trade is not executed within seven trading days after the approval is given, the Designated Person must secure pre-clearance of the transaction again.
7. Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan or pursuant to transmission of securities.
8. A Designated Person who trades in securities of the Company without complying with the pre-clearance procedure as envisaged in this Code or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to the penalties as envisaged in this Code.

8. ADDITIONAL TRADING RESTRICTIONS ON DESIGNATED PERSONS

1. No Designated Person shall enter into derivative transactions in respect of Securities of the Company.
2. All Designated Persons who trade in securities of the Company shall not enter into a Contra Trade during the next six months following the prior transaction. In case of any 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 administered by SEBI.
3. The above restriction on Contra Trade shall not apply in case of exercise/sale of employee stock option plan ("ESOP") securities provided the Designated Persons do not possess UPSI and the sale is executed when the trading window is open and after obtaining pre-clearance.
4. The above restriction on Contra Trade shall also not apply in case of transmission of securities.

9. TRADING PLAN

1. A Designated Person shall be entitled to formulate a Trading Plan that complies with the SEBI Regulations ("Trading Plan") and present it to the Compliance Officer for approval and public disclosure. The Trading Plan may be executed only after the plan is approved by the Compliance officer and disclosed to the stock exchanges on which the Securities of the Company are listed.
2. Designated Person may delegate discretionary authority to his/her broker, but in no event Designated Person may consult with the broker regarding executing transactions, or otherwise disclose information to the broker concerning the Company that might influence the execution of transactions, under the Trading Plan after it commences.
3. The Trading Plan once approved shall be irrevocable and the Designated Person shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the Trading Plan as otherwise provided under the SEBI Regulations. However, the implementation of the Trading Plan shall not be commenced, if at the time of formulation of the plan, the Designated Person is in possession of UPSI and the said information has not become generally available information at the time of the commencement of implementation. The commencement of the Trading Plan shall be deferred until such UPSI becomes generally available information.

10. PENALTY FOR INSIDER TRADING

1. A Designated Person, Officers and employees of the Company who violate this Code shall be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, termination, etc. and ineligibility for future participation in the Company's stock option plans or termination.
2. The stock exchanges or any other appropriate regulatory authority shall also be informed of the violation of this Code/SEBI Regulations in such form and such manner as may be specified by SEBI from time to time, so that appropriate action may be taken.
3. Any amount collected as penalty under this Code shall be credited to the Investor Protection and Education Fund administered by the SEBI.

11. DISCLOSURE REQUIREMENTS

1. Initial Disclosure:

- (i) Every person, on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a promoter or member of the promoter group, shall disclose his/her and Immediate Relatives' holding of Securities of the Company as on the date of appointment or becoming a Promoter, to the Company within seven days of such appointment or becoming a promoter, as per Form A set out in **Annexure - 4**.
- (ii) Every Designated Person shall disclose details like name and Permanent Account Number or any other identifier authorized by law, names of educational institutions from which they have graduated and names of their past employers for the following: (i) Immediate Relative; (ii) persons with whom such Designated Person(s) shares a material financial relationship; (iii) phone and mobile numbers which are used by them.

2. Continual Disclosure:

- (i) Every Designated Person of the Company including their Immediate relatives shall disclose the number of 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 Rs. 10 Lakhs (Rupees Ten Lakh Only) or such other value prescribed under the SEBI Regulations or other applicable law, as per Form B set out in **Annexure - 5**.
- (ii) Every Designated Person shall disclose details like name 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: (i) Immediate Relative; (ii) persons with whom such Designated Person(s) shares a material financial relationship; (iii) phone and mobile numbers which are used by them.
- (iii) Any off-market trade done as per paragraph 6(7)(i) of this Code shall be reported by the Insiders to the Company within two working days.

3. Disclosures by other Connected Persons

The Compliance Officer may, require any other Connected Person to disclose the holdings and Trading in securities of the Company as per Form C set out in **Annexure - 6** at such frequency as he/ she may determine.

12. MECHANISM FOR PREVENTION OF INSIDER TRADING

- 1. The Managing Director (“MD”) or such other analogous person of the Company, in consultation with the Compliance Officer and other relevant members of the Company’s Senior Management, shall put in place and take steps to maintain adequate and effective system of internal controls in place for compliance with SEBI Regulations, including periodic process review to evaluate the effectiveness of such internal controls and other matters stated therein.
- 2. The Board shall ensure that the MD and other members of Company’s Senior Management referred above have taken steps to comply with requirements of Paragraph 12(1) above.
- 3. The Audit Committee shall review compliance of the provisions of SEBI Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

13. MISCELLANEOUS

- 1. The Board of Directors shall be empowered to amend, modify, and interpret this Code of Conduct and such Code shall be effective from such date that the Board may notify in this behalf.
- 2. The Compliance Officer shall provide the Audit Committee of the Board, on a quarterly basis, update on compliance under this code, any violations of this Code and other matters as may be directed by the Audit Committee from time to time.
- 3. The Compliance Officer shall maintain (a) an updated list of Designated Persons, and (b) records of disclosures and pre-clearance applications and undertakings for a period of eight years; and (c) any other information that is required pursuant to SEBI Regulations.

4. The Board of Directors is required to ensure that a structured digital database is maintained of every person in possession of UPSI containing (i) the nature of UPSI; (ii) names of such persons who have shared the information; (iii) names of such persons with whom information is shared under the SEBI Regulations along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number 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.
5. Any suspected violation of Leak of UPSI or violation of this Code can be reported under Whistle Blower Policy.
6. In any circumstance, where the terms of this Code of Conduct differ from any existing laws, rules and regulations in force, the laws, rules, and regulations shall take precedence over this Code of Conduct.

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. PREAMBLE

In pursuance to the Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time ("**SEBI Regulations**"), it is required that the Board of Directors of every listed company shall formulate a code of practices and procedures for fair disclosure of unpublished price sensitive information. This document ("**Code**") embodies the code of practices and procedures for fair disclosure of unpublished price sensitive information to be followed by the Company effective from the commencement of listing and trading of the equity shares of the Company on the stock exchange(s), in accordance with applicable laws. Provided that the relevant provision of the SEBI Regulations which are applicable to the companies 'proposed to be listed' shall become applicable with immediate effect.

2. DESIGNATION AND ROLE OF CHIEF INVESTOR RELATIONS OFFICER

The Chief Financial Officer of the Company or such other senior official nominated as such by the Company from time to time shall be the Chief Investor Relations Officer ("**CIRO**") for the purpose of this Code. The CIRO shall be responsible for dissemination of information and disclosure of UPSI and also responding to the queries on news reports and requests for verification of market rumours by the regulatory authorities.

In the temporary absence of the CIRO for any reason whatsoever, the Managing Director of the Company shall nominate any other senior official of the Company to be responsible for dissemination of information and disclosure of UPSI.

3. GENERAL OBLIGATIONS FOR PRESERVATION AND DISCLOSURE OF UPSI

To ensure timely and adequate disclosure of price sensitive information and to effectively prevent Insider Trading in securities of the Company, the following norms shall be observed by the Company:

1. The Company shall disseminate all credible and concrete UPSI on a continuous and in a timely manner to stock exchanges where its securities are listed in accordance with the requirements of applicable law and thereafter/simultaneously to the press or other modes of public disclosures.
2. The Company shall make uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. The Company shall promptly disseminate unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise, to make such information generally available.
4. As a good corporate governance practice, the UPSI disclosed to the Stock Exchanges and to the Press may also be supplemented by prompt updates on the Company's web-site and/or other modes of public disclosure so as to improve investor access to the same.
5. Use of social media platforms to disclose material non-public information is considered selective disclosure and would violate provisions of this code.
7. The Company will also promptly intimate any amendment to this Code to the Stock Exchanges, as required under the SEBI Regulations.

4. RESPONDING TO MARKET RUMOURS

The Company's general policy is not to comment on any market rumours. In case, there is any query or request for verification/clarification of market rumours by the stock exchanges, the Company Secretary/Compliance Officer shall carry out preliminary enquiry/investigation on the rumour, actual/potential effect on movement of prices of the securities and other related factors.

An internal report will be prepared on the basis of the above and forwarded to the Managing Director/CIRO for deciding the response in the form of clarification, denial or rebuttal to be given to the stock exchanges. If necessary, appropriate press release may also be given for information of the general investors.

5. DISCLOSURE/DISSEMINATION OF PRICE SENSITIVE INFORMATION WITH SPECIAL REFERENCE TO ANALYSTS, INSTITUTIONAL INVESTORS AND RESEARCH PERSONNEL

The Company shall follow the guidelines given hereunder while dealing with analysts, institutional investors and research personnel:-

1. **Only public information to be provided:** The Company shall provide only public information to the analyst/research persons/large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.
2. **Recording of discussion:** In order to avoid misquoting or misrepresentation, it is desirable that at least two Company representatives including the Chief Investor Relations Officer be present at meetings with analysts, brokers or Institutional Investors and discussion should preferably be recorded.
3. **Handling of unanticipated questions:** The Company shall be careful when dealing with analysts and responding to questions that raise issues outside the intended scope of discussion. The CIRO, should tackle the unanticipated questions carefully. The unanticipated questions may be noted and a considered response be given later in consultation with the Managing Director. If the response includes price sensitive information, a public announcement should be made before responding.
4. **Simultaneous release of information:** When the Company organises meetings with analysts, institutional investors and research personnel, the Company shall make a press release or post transcripts or records of proceedings of meetings on its website after every such meeting. The Company may also consider live webcasting of analyst meets.

6. LEGITIMATE PURPOSE

The UPSI can be shared as an exception by an Insider for Legitimate purposes as per its "Policy for Determination of Legitimate Purposes" (**Annexure - A**), provided that such sharing has not been carried out to evade or circumvent the prohibitions of these SEBI Regulations.

7. LEAK/SUSPECTED LEAK OF UPSI

The Board has formulated written policy for initiating appropriate inquiries upon becoming aware of a leak/suspected leak of UPSI (**Annexure - B**).

8. REVIEW AND AMENDMENTS

The Board of Directors of the Company 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.

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

1. PREFACE

This policy is an integral part of "Codes of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" formulated under Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations 2015, and will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy". This policy is being prepared in accordance with Regulation 3(2A) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

2. OBJECTIVE

The objective of this policy is to identify legitimate purposes, for performance of duties or discharge of legal obligations that can be considered as an exception for procuring or communicating UPSI, which is likely to materially affect the price of the securities of the Company.

3. LEGITIMATE PURPOSES

"**Legitimate Purposes**" shall mean sharing of UPSI in the ordinary course of business by an Insider with the following persons mentioned below, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these SEBI Regulations:

- a. Auditors (Statutory, Internal, Secretarial, and any other auditors as applicable)
- b. Staff members of the Audit firm/Team conducting the Audit
- c. Collaborators
- d. Lenders
- e. Customers
- f. Suppliers
- g. Bankers/Merchant Bankers
- h. Legal Advisors
- i. Investors
- j. Insolvency Professionals
- k. Consultants
- l. Any other advisors/consultants/partners
- m. Any other person with whom UPSI is shared

4. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

The Board of Directors shall require the parties to execute confidentiality and non-disclosure agreements on the part of such parties and such parties shall keep information so received confidential and shall not otherwise trade in securities of the Company when in possession of UPSI.

Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered as an "Insider" for purpose of these SEBI Regulations and due notice shall be given to such persons (Insiders) to maintain confidentiality of such UPSI. The provision of this Code of Conduct shall be applicable to the above said Insider, who has obtained UPSI in pursuance of performance of his duties or discharging legal obligation.

UPSI as defined in this Code of Conduct shall be handled within the Company on a need-to-know

basis, and the same should be disclosed only to those who need such information to discharge their duties or legal obligations by virtue of their respective role and function.

5. MAINTENANCE OF DIGITAL DATABASE

The Board of Directors of the Company, shall ensure that a structured digital database is maintained containing the nature of UPSI and the names of such persons who have shared the information and also the names of such persons with whom information is shared under these SEBI Regulations along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

The Board of Directors of the Company shall ensure that the structured digital database is 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. AMENDMENT

The Board of Directors or any person authorised by the Board shall be empowered to do necessary modifications in the policy to meet the legal requirements notified by the regulator from time to time and such changes shall be effective from the date that the Board of Directors may notify in this regard.

In any circumstance where the terms of this policy differ from any existing laws, rules, regulations, etc. for the period it is in force, the law, rules, regulations, etc. shall take precedence over this policy.

POLICY AND PROCEDURE OF INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UPSI

1. PREFACE

The SEBI (Prohibition of Insider Trading) Regulations, 2015 ("SEBI Regulations"), mandates every listed Company to formulate a written policy and procedures for inquiry in case of leak or suspected leak of unpublished price sensitive information ("UPSI") and initiate appropriate action on becoming aware of leak or suspected leak of UPSI and inform the Securities and Exchange Board of India ("SEBI") promptly of such leaks, inquiries and results of such inquiries.

2. PURPOSE

- a. To strengthen the internal control systems to prevent leak of UPSI.
- b. To restrict and prohibit the practice of sharing of UPSI, with an un-authorized person, which originates from within the Company and which affects the market price of the Company as well as loss of reputation and loss of investors' /financers' confidence in the Company.
- c. To have a uniform code to curb the un-ethical practices of sharing UPSI by Insider, employee & Designated Person with any person, firm, Company or body corporate.
- d. To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and promptly inform the same to the SEBI.
- e. To take disciplinary actions, if deemed fit against any Insider, employee & Designated Person who appears to have found guilty of violating this Policy, apart from any action that SEBI may initiate/take against such person.

3. CONSTITUTION OF INQUIRY COMMITTEE

The Inquiry Committee will comprise of Managing Director ("MD"), Chief Financial Officer ("CFO") and Company Secretary and Compliance Officer of the Company. The Inquiry Committee shall appoint one of its member as the Chairperson who shall preside over the meetings.

4. DUTIES OF THE INQUIRY COMMITTEE

The Committee shall be responsible:

- a. To conduct a preliminary inquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any.
- b. To authorize any person including any external agency, if required, to collect necessary support material.
- c. To consider the facts and circumstances and decide/direct on the matter.
- d. To decide disciplinary action thereon.
- e. To provide a copy of the proceedings and details of action taken by the committee to the Board of Directors, Stock Exchanges and other regulators.

5. PROCESS OF INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UPSI

On becoming aware of suo-moto or otherwise, of actual or suspected leak of UPSI of the Company by any Insider or any other known or un-known person, the Compliance Officer shall refer the matter to the Inquiry Committee who shall follow the below mentioned procedure in order to investigate the matter.

a. Preliminary inquiry

Preliminary inquiry is a fact-finding exercise. The object of preliminary inquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark on any disciplinary action. The Inquiry Committee shall appoint and/or authorize any person(s), as it may deem fit, to initiate/conduct an Inquiry to collect the relevant fact, material substances on actual or suspected leak of UPSI.

b. Report of preliminary inquiry

The Person(s) appointed/authorized to enquire the matter of actual or suspected leak of UPSI must submit his/her report to the Inquiry Committee within reasonable timeframe from the date of appointment. The Inquiry Committee shall promptly review the final report and take necessary actions including levy of penalties.

c. Disciplinary action:

Any Insider or any other known or un-known person of the Company who violates this policy may be subject to disciplinary action by the Inquiry Committee of the Company. The disciplinary action(s) may include wage freeze, suspension, recovery, claw back, termination of employment, contract, agreement, etc.

6. REPORTING

- a. The Inquiry Committee shall report on quarterly basis of any violation under this policy, if any, to the Audit Committee or Board of Directors of the Company and actions taken thereon.
- b. The Audit Committee or Board of Directors of the Company on reporting of the violation under the policy may levy additional disciplinary action as it deem fit.
- c. The action taken by the Company shall not preclude the SEBI from taking any action in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015;
- d. The SEBI or any other appropriate regulatory authority would also be informed promptly so that appropriate action may be taken by them.

7. AMENDMENT

The Board of Directors or any person authorised by the Board shall be empowered to do necessary modifications in the policy to meet the legal requirements notified by the regulator from time to time and such changes shall be effective from such date that the Board may notify in this regard. In any circumstance where the terms of this Policy differ from any law, rule, regulation, etc. for the time being in force, the law, rule, regulation, etc. shall take precedence over this Policy.

Approved in the Board Meeting held on 20th August, 2025.

ANNEXURE-1
APPLICATION FOR PRE-CLEARANCE APPROVAL

Date:.....

To,
The Compliance Officer,
Clay Craft India Ltd
F-766 & F-766 A, Road No. 1-D,
Vishwakarma Industria Area,
Jaipur - 302013

Dear Sir/Madam,

Application for Pre-clearance approval of trades in the securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I seek approval to purchase/sale/subscription of _____ equity shares of the Company as per details given below:

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

I enclose herewith the form of Undertaking (Annexure-2) signed by me.

Yours faithfully,

(Signature of Employee)

ANNEXURE-2
FORMAT OF DECLARATION TO BE ACCOMPANIED WITH THE APPLICATION
FOR PRE-CLEARANCE APPROVAL

Date :.....

To,
The Compliance Officer,
Clay Craft India Ltd
F-766 & F-766 A, Road No. 1-D,
Vishwakarma Industria Area,
Jaipur - 302013

I, _____ of the Company residing at _____,
am desirous of dealing in _____ * shares of the Company as mentioned in my application
dated _____ for pre-clearance approval of the transaction.

I, further declare that I am not in possession of or otherwise privy to any Unpublished Price Sensitive Information [as defined in the Company's Code of Conduct for prevention of Insider Trading ("the Code")] up to the time of signing this Declaration.

In the event that I 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 declaration but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing/trading in the securities of the Company until such information becomes public.

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

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

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

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

Signature :

* Indicate number of share(s)

ANNEXURE-3
FORMAT FOR DISCLOSURE OF TRANSACTIONS
(To be submitted within 2 Days of transaction/dealing in securities of the Company)

Date:.....

To,
The Compliance Officer,
Clay Craft India Ltd
F-766 & F-766 A, Road No. 1-D,
Vishwakarma Industria Area,
Jaipur - 302013

I hereby inform that I

- have not bought/sold/subscribed any securities of the Company
- have bought/sold/subscribed to _____ securities as mentioned below on _____(date):
(Strike out whichever is not applicable)

Name of holder	No. of securities dealt with	Bought/sold/subscribed	DP ID/Client ID/Folio No.	Price (Rs.)

I declare that the above information is correct and that no provisions of the Company's Code of Conduct and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Signature:

Name:

Designation:

ANNEXURE-4

FORM A

**SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7(1)(b) read with
Regulation 6(2) - Disclosure on becoming a Key Managerial
Personnel/Director/Promoter/Member of the promoter group]**

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 (KMP /Director or promoter or member of the promoter group/ Immediate relative to/ others, etc.)	Date of appointment of KMP/Director/ OR Date of becoming Promoter/member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of securities (For e.g. Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No.	
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group	Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group
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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:

ANNEXURE-5

FORM B

SEBI (Prohibition of Insider Trading) Regulation, 2015 [Regulation 7 (2) read with Regulation 6 (2) - Continual Disclosure]

Name of the company:

ISIN of the company:

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/ DIN & address with contact nos.	Category of Person (Promoter /member of the Promoter Group/ Designated person/ 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/disposal of shares, specify		Date of intimation to Company	Mode of acquisition/disposal (on market/ public/ rights/ preferential offer/off market/ inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed
		Type of securities (For e.g. - Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of shareholding	Type of securities (for e.g. - Shares Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/ Sale/ Pledge / Revocation /Invocation /Others- please specify)	Type of securities (for e.g. - Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

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

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options, etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

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

Name:

Signature:

Designation:

Date:

Place:

ANNEXURE-6

FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3) - Transactions by Other connected persons as identified by the Company

Name of the Company:

ISIN of 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/ disposal of shares specify		Date of intimation to Company	Mode of acquisition/ disposal (on market/ public/ rights / preferential offer / off market/ inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed
		Type of securities (For e.g. - Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	Type of securities (for e.g. - Shares Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/ Sale/ Pledge / Revocation / Invocation / Others- please specify)	Type of securities (for e.g. - Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

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

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

Trading in derivatives (Specify type of contract, Futures or Options, etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

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

Name:

Signature:

Designation:

Date:

Place: