



**SWISS
MILITARY**

CODE FOR PROHIBITION OF INSIDER TRADING

SWISS MILITARY CONSUMER GOODS LIMITED

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1. INTRODUCTION

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time (hereinafter referred to as the '**Regulations**').

Regulation 8 (1) of the Regulations require every company whose securities are listed on stock exchanges to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities.

Further Regulation 9 (1) of the Regulations requires every company whose securities are listed on stock exchanges to mandatorily formulate a Code of Conduct to regulate, monitor and report trading by Designated Persons towards achieving compliance with the Regulation.

This document aims to define and establish **SWISS MILITARY CONSUMER GOODS LIMITED**. (hereinafter referred to as "the Company"), position and rules with respect to:

- **Prevention** of Insider trading of securities;
- **Maintenance** of confidentiality of Unpublished Price Sensitive Information; and
- **Adherence** to Securities and Exchange Board of India's ('**SEBI**') applicable guidelines by all Connected or Deemed Connected persons including Director, Officer and Designated Persons for prevention of Insider trading.
- It shall come into force with immediate effect. *(As revised and approved by the Board on June 09, 2021)*



2. DEFINITIONS

Unless the context otherwise requires, Words and expressions not defined in this Code shall have the same meaning as assigned to them in the Regulations:

- a) **“Board of Directors”** or **“Board”** shall mean the Board of Directors of SWISS MILITARY CONSUMER GOODS LIMITED, as constituted from time to time.
- b) **“Company”** means SWISS MILITARY CONSUMER GOODS LIMITED.
- c) **“Compliance Officer”** means Company Secretary of the Company or any other senior officer so designated and reporting to the Board of Directors or head of the organization in case Board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the company or the head of an organization, as the case may be.

For the purpose of the above, “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.

- d) **“Connected Persons”** means as defined under Regulation 2 (1) (d) of the Regulations.
- e) **“Designated Persons”** shall mean:
 - Promoter and members of the promoter group;
 - Officer/employee comprising the top three tiers of the Company management, and include Directors, KMPs, Senior Management and Assistant General Manager including Executive Secretary or Personal Assistant attached with every such officer/ employee;
 - Any employees in the Finance, Costing, Banking, Accounts, Internal Audit, Taxation, Legal, Secretarial and Corporate Communications departments having access to UPSI;



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- Such employees designated and notified by the Compliance Officer from time to time with the approval of the Managing Director;
 - Immediate Relatives of the aforesaid persons
- f) **“Insider”** means any person who is:
- a Designated Person; or
 - a connected person; or
 - in possession of or having access to unpublished price sensitive information; or
 - is in receipt of Unpublished Price Sensitive Information pursuant to legitimate purposes
- g) **“Insider trading”** means an act where insiders use Unpublished Price Sensitive Information to arrive at the decision to trading in securities of the Company.
- h) **“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 talking decisions relating to trading in securities.
- i) **“Material Financial Relationship”** shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.
- j) **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- k) **“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.



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- l) **“Regulations”** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2020 and any amendments thereto.
- m) **“Trading in Securities”** means and includes an act of subscribing, buying, selling, dealing or agreeing to subscribe, sell or deal in any securities either as principal or agent.
- n) **“Unpublished Price Sensitive Information”** or **“UPSİ”** as defined under Regulation 2 (1) (n) of the Regulations.

In this Code, words importing the masculine shall include feminine and words importing singular shall include the plural or vice versa.

3. OBJECTIVE

The Company is committed to preserve the confidentiality and prevent the misuse of any Unpublished Price Sensitive Information. The Company is further committed to adherence to all applicable laws and regulations set forth by the SEBI or the Stock Exchanges with regards to prevention of Insider Trading.

Trading on insider information is not only illegal, but also tarnishes the Company’s credibility. The Company is committed to ensuring transparency and fairness in dealing with all stakeholders of the Company. Any appearance of impropriety, however inadvertent, on the part of anyone connected or deemed to be connected with the Company could seriously harm the Company’s reputation, besides invoking penalties and disciplinary actions from the Regulatory Authorities.

The purpose of this document is to elucidate and inform to all Connected or any Deemed Connected Persons of the Company that they have a responsibility and duty to preserve the confidentiality of all Unpublished Price Sensitive Information obtained in the course of his or her day to day operations and association with the Company. No Connected or Deemed Connected Person may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party. This Code consists of the following:

- **PART A** - Code of conduct to regulate, monitor and report trading by its Designated Persons; and



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- **PART B** - Code of practices and procedures for Fair disclosure of Unpublished Price Sensitive Information

PART A – CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS

4. COMPLIANCE OFFICER

The Company has appointed the Company Secretary as the Compliance Officer who shall report to the Board of Directors or the Audit Committee of the Company on matters relating to prevention of Insider trading as specified in the Code. The Compliance Officer shall perform the following functions and duties:

- Communication of the Policies, Codes and Institutional Control Mechanism to all concerned;
- Monitoring implementation of the Policies, Codes and Institutional Control Mechanism, under the overall supervision of the Board;
- Maintain a record of Designated Persons and any changes made to the list of Designated persons;
- Assist all the employees in addressing any clarification regarding the “Company’s Policies, Codes, Institutional Control Mechanism and the Regulations;
- In consultation with the Chairman and/or Managing Director and as directed by the Board, specifies prohibited period from time to time and immediately make an announcement thereof;
- Ensure that prohibited period is intimated to all concerned at least 24 hours before the commencement of the said period;
- Maintain records of all the declarations submitted in the appropriate form given by the Designated Persons or other Connected Persons;
- Approve and notify the Trading Plan to the stock exchanges on which the securities of the Company are listed and monitor the execution of the Plan;



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- Review and approve Pre-clearance requests received from Designated Persons;
- Inform all Stock Exchanges on which the securities of the Company are listed, the information received under as required and disclose to the extent, as required under SEBI and Stock Exchange rules;
- Conduct inquiry/investigation on receiving information or becoming aware of any leakage/suspected leakage of Unpublished Price Sensitive Information;
- Keep Securities and Exchange Board of India informed of any leakage/suspected leakage of Unpublished Price Sensitive Information, inquiries initiated by the Company and the result of the inquiry;
- Place details of the dealing in the securities by Designated Persons/Connected Persons before the Managing Director/Chief Executive Officer and Chairman of Audit Committee on quarterly basis and the accompanying documents that such persons had executed under the pre-dealing procedure as mentioned in this Code;
- Place details of the dealing in the securities by Designated Persons/Connected Persons before the Board of Directors on annual basis.

5. PRESERVATION OF "UPSI"

- Insider shall maintain the confidentiality of all unpublished price sensitive information;
- Insider shall not pass on such information to any person directly or indirectly by means such as making a recommendation for the purchase or sale of securities etc.
- Unpublished Price Sensitive Information is to be handled on a "need to know" basis, i.e., Unpublished Price Sensitive Information should be disclosed only to those within the Company who need such information for legitimate purposes, performance of duties or discharge of legal obligations. Legitimate purpose shall include sharing of unpublished price sensitive information in the ordinary



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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 regulations.

- All files, whether electronic or manual, containing confidential information shall be kept secure.
- Unpublished Price Sensitive Information may be disclosed, communicated, provided, allowed access to or procured, in connection with a transaction which entails:
 - ✓ an obligation to make an open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“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
 - ✓ not attracting the obligation to make an open offer under the Takeover Regulations but where the Board of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute Unpublished Price Sensitive Information 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. Provided in both the abovementioned cases confidentiality and non-disclosure agreement must be executed with the parties to transaction prior to disclosure of any confidential information.

6. PROHIBITION ON DEALING, COMMUNICATION OR COUNSELING ON MATTERS RELATING TO INSIDER TRADING

No Insider when in possession of Unpublished Price Sensitive Information shall:

- Either on his behalf or on behalf of any other person deal in securities of the Company; or



- Communicate or counsel directly or indirectly, any unpublished information to any person.

7. RESTRICTIONS AND PROCEDURE FOR DESIGNATED PERSONS WHILE DEALING IN COMPANY'S SECURITIES

Designated Persons may deal in Securities subject to compliance with the Regulations and this Code.

7.1. PROHIBITION IN DEALING IN SECURITIES OTHER THAN DURING A VALID TRADING WINDOW

All Designated Persons shall conduct all their dealings in the securities of the Company only during an open Trading Window within the threshold limit prescribed hereunder and shall not deal in any trading in Company's securities during the period when the trading window is closed.

7.2. VALID TRADING WINDOW FOR DEALING IN SECURITIES OF THE COMPANY

- Trading window means a period other than the prohibited period;
- Prohibited period means:
 - ✓ The **period beginning with the day** when the **intimation** of the Board/ Committee meeting is given to the **Stock Exchanges** to consider any Unpublished Price Sensitive Information and ending after 48 hours from the time the Unpublished Price Sensitive information is made public and;
 - ✓ Such other period as may be specified by the Compliance Officer from time to time in consultation with the Chairman and/or Managing Director;

The trading window shall be, *inter alia*, closed at the time:-

- Declaration of Financial results from the end of every quarter till 48 hours after the declaration of financial results (quarterly, half-yearly and annual);
- Declaration of dividends (interim and final);
- Issue of securities by way of public/ rights/bonus, etc.;



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- Any major expansion plans or execution of new projects;
- Amalgamation, mergers, takeovers and buy-back;
- Disposal of whole or substantially whole of the undertaking;
- Any changes in policies, plans or operations of the Company; disruption of operations due to natural calamities;
- Any Material events/ information that could have a bearing on the price of discovery of the shares/ securities of the Company.

7.3. PROCEDURES FOR DEALING IN THE SECURITIES OF THE COMPANY

7.3.1. Pre-Clearance of trading in securities of the Company

All Designated Persons who **intend to deal** in securities of the Company (above the minimum **threshold limit**), shall obtain **pre-clearance** of the transactions as per the predealing procedure as described hereunder.

However, no Designated Person shall apply for preclearance of any proposed trade if such person is in possession of Unpublished Price Sensitive Information even if the Trading Window is not closed.

7.3.2. Procedure for Pre-clearance of Trade

An application shall be made to the Compliance Officer for pre-clearance of trade either electronically through online tool provided by the Company, and/or physically in **Annexure I**, along with an undertaking executed in favour of the Company in the format enclosed (part of **Annexure I**)

7.3.3. Threshold Limit:

The pre-clearance shall not be necessary, if the number of shares to be traded in a quarter in one or more transactions does not exceed value of Rs. Ten Lakhs (INR 10,00,000/-).

7.3.4. Other Restrictions

- Designated Persons shall execute their trade in respect of securities of the Company within Seven trading days from the date the



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- approval of preclearance is given. If the trade is not executed within such time, he/she shall obtain fresh pre-clearance.
- The Designated Persons shall file the details of the trade (including trade by any other person for whom they take trading decisions) with the Compliance Officer electronically through online tool provided by the Company, and/or physically in the prescribed form (enclosed as “**Annexure II**”) within two working days from the date of execution of the trade. In case the trade is not undertaken, a report to that effect shall also be filed with the Compliance Officer in the same form within two working days from the expiry of seven trading days of pre-clearance approval.
 - Trade in securities of the Company by the Compliance Officer shall require pre clearance from the Managing Director or Chief Financial Officer of the Company.

7.3.5. Restricted period

All Designated persons who trade in securities of the Company like buy or sell, shall not enter into an opposite trade like sell or buy during next six month following the prior trade (“**Restricted Period**”). All Designated Persons shall also not take positions in derivate transaction in the securities at any time. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

7.4. TRADING PLAN

Any Insider is entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure.

Trading Plan shall:

- (a) not entail commencement of trading on behalf of the Designated Person or Insider earlier than six months from the public disclosure of the Plan;
- (b) not entail trading for the period between twentieth trading day prior to the last day of any financial period for which results are



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- required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- (c) entail trading for a period of not less than twelve months;
 - (d) not entail overlap of any period for which another trading plan is already in existence;
 - (e) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected;
 - (f) 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 these 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.

Where a Trading Plan has been approved and intimated to Stock Exchange, no pre-clearance will be required for executing trading as per the Trading Plan. An approved Trading Plan will also not attract Trading Window norms and Contra-Trade restriction to the extent the trade is executed as per the 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 deviate from it or to execute any trade in the securities outside the scope of the trading plan. However, the implementation of the Trading Plan shall not be commenced if any unpublished price sensitive information in possession of the Insider at the time of formulation of the Plan has not become generally available at the time of the commencement of implementation and in such event the commencement of the plan shall be deferred until such Unpublished Price Sensitive Information becomes Generally Available Information.

Upon approval of the Trading Plan, the Compliance Officer shall notify the Plan to the stock exchanges on which the securities are listed.

8. CHINESE WALL

To prevent the misuse of UPSI, the Company has adopted norms for “**Chinese Wall**”. The Chinese Wall policy is meant to ensure that those personnel who have access to Price Sensitive / Confidential Information are segregated and others will be ‘brought inside the Wall’ only on a ‘need to know’ basis.



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To control the flow of price sensitive/confidential/proprietary information, the Company has created a Chinese Wall to separate persons having access to confidential and price sensitive information from the others.

In exceptional cases, if a person from the other department is required to be “brought inside the Wall” the concerned head of the department shall send an intimation to the Compliance Officer giving details of the person brought inside the Wall with the reason for bringing the person inside the Wall and the time frame for which the person shall stay inside the Wall. This information shall be given on a “need to know” basis.

9. REPORTING AND DISCLOSURE REQUIREMENTS

9.1. Disclosures of Promoter, Directors, Key Managerial Personnel (“KMP”) and Designated Persons

All Promoter, member of the promoter group, Directors and KMP of the Company are required to forward the following details of their security transaction/ holdings including the statement of dependent family members to the Compliance Officer.

Initial Disclosure

- Every person on appointment as a KMP 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 (*including the statement of holdings of their Immediate Relatives any other person for whom they takes trading decisions*) as on the date of appointment or becoming a Promoter, to the Company within seven days of such appointment or becoming a promoter **electronically through online tool provided by the Company, and/or physically in “Form B”** (enclosed as **“Annexure III”**).
- Designated Persons shall provide the details of educational institutions from which they have graduated and names of past employers within 15 days from the effective date of Regulation or 15 days from their appointment, as the case may be.

Continuous Disclosure

- Every promoter, member of Promoter group and Designated Person shall disclose to the Company the number of such securities acquired or disposed by them (*including Securities acquired or disposed of by*



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their Immediate Relatives any other person for whom they takes trading decisions) in the prescribed form 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. Ten lakhs (INR 10,00,000). Such disclosure shall be made **electronically through online tool provided by the Company, and/or physically in “Form C”** (enclosed as “**Annexure IV**”) within two trading days of the transaction.

- Designated Persons to provide PAN, phone, mobile and cell numbers and other identifier authorised by law or themselves, of themselves, their Immediate Relatives and persons with whom they share material financial relationship.

9.2. **Disclosure by the Company to Stock Exchanges**

Compliance Officer shall disclose the information received under section 8.1 (‘Continual Disclosure’) within two trading days of the receipt of the information to all Stock Exchanges on which securities of the Company are listed and/or as may be required by the Regulations.

9.3. **Maintenance of Records of disclosures received by the Company**

The Compliance Officer shall maintain records of all the declarations in the appropriate form given by Designated Persons or other Connected Persons for a minimum period of five years.

10. INFORMATION TO SEBI IN CASE OF VIOLATION OF THE REGULATIONS

In case it is observed by the Company and / or Compliance Officer that there has been a violation of the Regulations, SEBI/Stock Exchanges shall be informed by the Company/Compliance Officer within seven days of their being notified of such a contravention after obtaining approval of the Managing Director/Board of Directors.



11. AMENDMENTS AND PROVISIO

This Code may be amended or modified by the Company after due consultation with the Board of Directors.

Where the position/procedures of the Company in relation to Insider Trading set forth in this Code is more rigorous than the rules framed by SEBI in relation to Insider Trading, the rules set forth in this Code shall prevail. However, nothing contained in this code shall over-ride the expectations and requirements set forth by SEBI in relation to Insider Trading. All Designated Persons are expected to ensure that they adhere to the minimum standards set forth by SEBI in relation to Insider Trading.

12. PENALTY FOR CONTRAVENTION OF THE CODE

All Designated Persons shall adhere to the principles and rules set forth in this code. The Company reserves the right to penalize such persons and take appropriate action in the event of any contravention of the code.

12.1. Any Designated Persons who trades in securities or communicates any information for trading in securities, in contravention of the Code may be penalized and appropriate action may be taken by the Company.

12.2. Any Designated Persons who violate this code shall also be subject to disciplinary action by the Company, which may include wage, salary freeze, suspension, withholding of promotions, etc.

12.3. The action taken by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

13. PROCESS ON HOW AND WHEN PEOPLE ARE BROUGHT INSIDE SENSITIVE TRANSACTIONS

13.1. "Sensitive Transaction" will include any transaction which will significantly impact the business activities of the Company. It will include all transactions that are not in ordinary course of business and have arisen on account of any external or internal unforeseen circumstances. A business transaction that do not occur on a periodic basis and which give rise of event based UPSI is considered as a sensitive transaction. A sensitive transaction may pose a major impact on the Company's business, when discovered by general public.



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- 13.2. The Board of Directors as and when it decides to enter into a sensitive transaction, will within reasonable time call for a meeting to discuss the transaction and the modalities for ensuring compliances.
- 13.3. As a general practice, Designated Persons, as identified in this Code will be the people who, as and when required, will be brought inside a sensitive transaction. However, if a transaction necessitates inclusion of other people (not defined as Designated Persons), appropriate and adequate care needs to be undertaken to ensure that the information w.r.t to the transaction remains within the group of individuals working on such transactions. People from other department within the Company may be included on a need basis.
- 13.4. While including people as part of any sensitive transaction, key factors such as necessity for inclusion, adequacy, accuracy and timeliness of information to be shared, sensitization of people to be brought inside should be taken care of.

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

The Board of Directors of the Company is committed to manage the affairs of the Company in a fair, transparent and ethical manner keeping in view the needs and interest of all stakeholders. The Company upholds the basic tenets of Corporate Governance and to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework of the Company by prohibiting and regulating such activities within the applicable law.

Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**Insider Regulations**”) prescribes all listed companies to formulate and publish on its official website a ‘Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive information’ (“**Code of Fair Disclosure**”) as per Schedule A of the Regulations. The Company has accordingly established the Part B of this Code

The Code of Fair Disclosure shall be applicable to the Promoters, Key Managerial Personnel, Board and Employees of the Company which include the following regarding the prompt public disclosure of Unpublished Price Sensitive Information:

- a. The Company will make prompt public disclosure of unpublished price sensitive information in relation to the Company that would impact price



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discovery of the securities of the Company no sooner than credible and concrete Information comes into being in order to make such Information generally available.

- b. The Company will ensure uniform and universal dissemination of unpublished price sensitive information in relation to the Company via stock exchanges where the securities of the Company are listed and in order avoid selective disclosure.
- c. The Compliance Officer of the Company shall act as the Chief Investor Relations Officer to deal with dissemination of Information and disclosure of unpublished price sensitive information in relation to the Company.
- d. The Company will make efforts to promptly disseminate any unpublished price sensitive information in relation to the Company that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- e. The Company will endeavor to provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- f. The Company will ensure that information shared with analysts and research personnel is not unpublished price sensitive information in relation to the Company.
- g. The Company will develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the Company's website www.swissmilitaryshop.com to ensure official confirmation and documentation of disclosures made.
- h. The Company executive will handle all unpublished price sensitive information in relation to the Company on a need-to-know basis.

SHARING OF UPSI PURSUANT TO LEGITIMATE PURPOSE

- “Legitimate Purpose” includes sharing of UPSI by an insider in the ordinary course of business, on a need to know basis, performance of duties and discharge of legal obligations with persons including:
 - a. Promoter and members of the promoter group of the Company;



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- b. Partners and members of Audit firms, appointed for statutory audit of the Company;
- c. Partners and members of legal/secretarial advisory/consultancy firms, appointed for providing legal or secretarial services to the Company;
- d. Any other advisory or consultancy firm, as appointed by the Company, including, internal auditor; secretarial auditor etc.
- e. Customers;
- f. Suppliers;
- g. Bankers, including Merchant Bankers;
- h. Lenders;
- i. Collaborators;
- j. Insolvency Professionals;
- k. Service Providers;
- l. Any other advisor or consultants or persons identified during the ordinary course of business of the Company

Provided that such sharing has not been carried out to evade or circumvent the prohibitions of the regulations.

- **Determination of legitimate purpose**

To determine whether the information sharing is for legitimate purpose or *not*, the person seeking the information or sharing the information shall satisfy the following conditions to the extent applicable:

- a. Sharing of information where such information is in furtherance of performance of duty;
- b. Sharing of information for discharge of legal obligation (i.e. contract, agreement etc) or pursuant to earlier agreed agreement/ MoU;
- c. Sharing of information is pursuant to business object of the Company under its MOA;
- d. Sharing of information pursuant to any statutory obligation;
- e. Sharing of information following compliance of regulatory or judicial order;
- f. Sharing information during due diligence for Merger & Amalgamation or Public Offer or any corporate restructuring;
- g. Sharing of UPSI for any other purpose as may be prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

Provided that such sharing should not be carried out to evade or circumvent the prohibition provided under the Regulations.



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- **Legitimate Purpose shall ordinarily include but not restricted to the information relating to the following:**
 - a. Sharing of information with auditors for audit purpose;
 - b. Sharing of information with bankers, partners, collaborators,
 - c. consultants and intermediaries etc. for completion of business transactions;
 - d. Sharing of information with lawyers/ statutory authorities to fulfil any legal
 - e. obligation related to the Company;
 - f. Giving insight about the merger, amalgamation or restructuring of the Company pursuant to legal requirement, for time being in force;
 - g. Responding to statutory bodies etc.

CONFIDENTIALITY

Any information shared in pursuant to the above provisions, the recipient of the information shall be considered as Insider for the purpose of this Code and is expected to maintain confidentiality of such information till such information has been released by authorised representative of the Company in public domain, violation of which shall attract severe punishment/ penalty.

14. REVIEW AND AMENDMENT

The Board of Directors of the Company may amend, abrogate, modify or revise any of all clauses of this Code in accordance with the applicable provisions of the Regulations, listing agreement entered into by the Company with the stock exchanges and guidance note issued by such stock exchanges, from time to time.

15. DISCLAIMER

In any circumstances, where the terms of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the newly enacted law, rule, regulation or standard will take precedence over this Policy until such time the Policy is changed to conform to the law, rule, regulation or standard.



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ANNEXURE I
PRE CLERANCE APPLICATION FORM
[Pursuant to code 5.4.2 (ii) of the Code]

Date:

Through Department Head

To
The Compliance Officer
SWISS MILITARY CONSUMER GOODS LIMITED (“Company”)
W-39, Okhla Industrial Area, Phase-II,
New Delhi – 110020

Sub: Pre Clearance of trading in the securities of the Company (“Pre Clearance Application”)

Dear Sir/Ma’am

I, _____ [Name], _____ [Designation], [Department] of the Company/ connected with the Company in the capacity of _____ seek approval for subscribing/ buying/ selling/ dealing/ agreeing to subscribe buy, sell, deal (“**Trade**”) of the securities of the Company pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Clause 5.4.1 of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Conduct for Regulation, Monitoring and Prevention of Insider Trading of the Company (“**Code**”), as per details given below:

DETAILS OF PROPOSED TRADE		
1	Name and residential address of the Applicant	
2	Relationship with the Company	Employee <input type="checkbox"/> Connected Person <input type="checkbox"/> Designation (if employee):
3	Trade to be done by	Applicant <input type="checkbox"/> Spouse <input type="checkbox"/> Mother <input type="checkbox"/> Father <input type="checkbox"/> Brother <input type="checkbox"/> Sister <input type="checkbox"/> Son <input type="checkbox"/> Daughter <input type="checkbox"/> Others <input type="checkbox"/>



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4	Trade is for	Sale <input type="checkbox"/> Purchase <input type="checkbox"/> Subscription <input type="checkbox"/> Others <input type="checkbox"/>			
5	Proposed Trade is	Off Market <input type="checkbox"/> Through Stock Exchange <input type="checkbox"/>			
6	Name of the other party (purchase/seller) in case Trade is an off market trade				
7	Proposed Date of dealing in securities				
8	No of securities proposed to be Traded				
9	Price at which Trade is proposed to be purchased				
10	Price of securities of the company on BSE proposed to be Traded (As on the date of application)				
11	Folio No. / DP ID / Client ID No.				
DETAILS OF PRESENT HOLDING					
1	No. of securities held by the applicant as on date				
2	No. of securities held by applicant's Immediate Relatives	Relative	Name of Relative	No. of shares held	Folio No./Client ID/DP ID
		Spouse			
		Father			
		Mother			
		Brother			
		Sister			



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		Son				
		Daughter				
3	No. of securities held by the person(s) for whom I takes trading decisions	Name	Relation	No. of shares held	Folio No./Client ID/DP ID	

DECLARATION AND UNDERTAKING

In relation to the above application I hereby declare and undertake the following:

- i. That I am desirous of trading in the securities of the Company as per details mentioned in this Pre-Clearance Application.
- ii. That I am not in possession of have access to and/or otherwise privy to any Unpublished Price Sensitive Information (as defined in the Code) up to the time of signing this Undertaking.
- iii. That in the event that I have access to or received any information that could be construed as "Unpublished Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the Trade for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from trading in the securities of the Company until such information becomes generally available to the public.
- iv. That I have not contravened the provisions of the Code as notified by the Company from time to time.
- v. That I undertake to submit the necessary report within two trading days of execution of the Trade in case trade is executed and within two working days from the date of expiry of seven days from the date of pre clearance approval in case Trade is not undertaken.
- vi. That If approval is granted, I shall execute the deal within 7 (seven) trading days of the receipt of approval failing which I shall seek pre-clearance again.



- vii. That I will not enter into an opposite transaction during the next six months following the transaction under this approval without previous approval of the Compliance officer.
- viii. That I have made full and true disclosure in the matter.

Thanking you

Yours truly,

Signature:
Name:
Employee no.:
Designation:



PRE CLEARANCE APPROVAL LETTER

Date:

To,
Mr. _____ Designation:
_____ Address:

Pre Clearance of trading in the securities of the Company (“Pre Clearance Application”)

Dear Sir/Ma’am

This is to inform you that your request for trading in the _____ of the Company as mentioned in your Pre Clearance Application Form dated _____ has been approved.

Please note that the aforesaid transaction must be undertaken within 7 (seven) trading days from the date of this letter.

In case you do not complete the said transaction within the above-stipulated time, you must seek fresh approval for trading before executing any trade in the securities of the Company if the trade in the Securities of the Company exceeds Rs. 10 lacs (market value).

You are further required to the details of the trade in format specified under Annexure II pursuant to para 5.4.3 (ii) of the Code (Enclosed for your reference) within 2 (two) trading days of from the date of execution of the Trade. In case the Trade is not undertaken, a report to that effect shall also be filed with the Compliance Officer in the same form within 2 trading days after expiry of seven trading days of pre clearance approval.

For and on behalf of SWISS MILITARY CONSUMER GOODS LIMITED

Compliance Officer

Encl. Format of disclosure of trades made under pre clearance approval

ANNEXURE II
FORMAT OF DISCLOSURE OF TRADES EXECUTED UNDER PRE CLEARANCE APPROVAL
[Pursuant to code 5.4.3 (ii) of the Code]

Date:

To
The Compliance Officer
SWISS MILITARY CONSUMER GOODS LIMITED("Company")
W-39, Okhla Industrial Area, Phase-II,
New Delhi – 110020

I, _____, _____, _____ (Department) of the Company/ connected with the Company in the capacity of _____ have received pre clearance approval for purchase / sale / subscription ("**Trade**") of the securities of the Company vide pre clearance approval letter dated _____. In this regard, I hereby submit that I: (*strike off which is not applicable*)

- (i) Have not Traded in the securities of the Company.
- (ii) Have Traded in the securities of the Company as per the following details:

Name of the Applicant (who applied for pre clearance)	Traded By/on behalf of	No of securities traded		DP ID/Client ID/Folio No. of the person in whose name trading is done	Price								
	Applicant <input type="checkbox"/> Spouse <input type="checkbox"/> Mother <input type="checkbox"/> Father <input type="checkbox"/> Brother <input type="checkbox"/> Sister <input type="checkbox"/> Son <input type="checkbox"/> Daughter <input type="checkbox"/> Others <input type="checkbox"/>	<table border="1"> <tr> <td data-bbox="919 987 1129 1024">Purchased</td> <td data-bbox="1129 987 1276 1024"></td> </tr> <tr> <td data-bbox="919 1024 1129 1062">Sold</td> <td data-bbox="1129 1024 1276 1062"></td> </tr> <tr> <td data-bbox="919 1062 1129 1099">Subscribed</td> <td data-bbox="1129 1062 1276 1099"></td> </tr> <tr> <td data-bbox="919 1099 1129 1136">Others</td> <td data-bbox="1129 1099 1276 1136"></td> </tr> </table>		Purchased		Sold		Subscribed		Others			
Purchased													
Sold													
Subscribed													
Others													



In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 years and produce to the Compliance officer / SEBI any of the following documents:

- (i) Broker's contract note.
- (ii) Proof of payment to/from brokers.
- (iii) Extract of bank passbook/statement (to be submitted in case of demat transactions).
- (iv) Copy of delivery instruction slip (applicable in case of sale transaction).

I further agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (*applicable in case of purchase / subscription*).

I hereby declare that the above information is correct and no provisions of the Code and or the Applicable Laws/Regulations have been violated in effecting the aforesaid trade.

Thanking you

Yours truly,

Signature:

Name:

Employee no.:

Designation:

ANNEXURE III

**FORM B
INITIAL DISCLOSURE**

[Pursuant to Regulation 7(1)(b) of the Regulations and code 6.2 of the Code]

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 of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relative to/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of Becoming Promoter / appointment of Director / KMP		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible, Debentures etc.)	No.	

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

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts* lot size)	Notional value Rupee in terms	Contract Specifications	Number of units (contracts* lot size)	Notional value in Rupee terms



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

Name & Signature:
Designation:
Date:
Place:

ANNEXURE IV

**FORM C
CONTINUAL DISCLOSURE**

[Pursuant to Regulation 7(2) of the Regulations and code 6.3 of the Code]

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/ KMP / Director s/immediate relative to/others etc.)	Securities held prior to acquisition / disposal	Securities acquired/Disposed	Securities held post acquisition / disposal	Date of allotment advice/ acquisition of shares/ sale of shares specify	Date of intimation to company	Mode of acquisition / Disposal (on market /public / rights /preferential offer / off market/ Inter-se transfer, ESOPs etc.)



		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % Of shareholding	Type of security (For eg. Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg.– Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
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Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

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

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of Contract	Contract Specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	

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

Name & Signature:

Designation:

Date:

Place: