Inox Clean Energy Limited

Code of Conduct to regulate, monitor and report trading by its Designated Persons and others

1. Introduction

The Board of Directors of Inox Clean Energy Limited (the "Company"), whose Securities are listed on the Stock Exchanges, has formulated this Code of Conduct to regulate, monitor and report trading by its Designated Persons and their immediate relatives (the "Code") to ensure compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") adopting minimum standards as set out in Schedule B to the PIT Regulations. This Code be read together with the Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information (UPSI) of the Company.

2. Objective

The objective of this Code is to regulate, monitor and report trading by the Designated Persons and their immediate relatives to ensure compliance with the PIT Regulations.

3. Definitions

In this Code, the following words, expressions and derivations therefrom shall have the meanings assigned to them under PIT Regulations.

a) Act
b) Board
c) Code
d) Company/ ICEL
e) Compliance Officer
f) Connected Person
g) Designated Employee
h) Generally Available Information
i) Immediate Relative
j) Insider
k) Listing Agreement
l) Promoter
m) Securities
n) Stock Exchanges
o) Trading
p) Trading Day
q) Trading Window
r) Trading Plan
s) Unpublished Price Sensitive Information (UPSI)

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

4. Restriction on Communication and Trading by Insiders

No Insider shall communicate, provide or allow access to any UPSI relating to Company or securities listed or proposed to be listed to any person including other insiders except in following cases:

- The information disclosed is in furtherance of legitimate purposes, performance of duties or discharge of obligations;

- The information disclosed is in connection with a transaction which would entail an obligation to make an open offer under takeover regulations where the Board of Directors is of the informed opinion that the proposed transaction is in the best interests of the Company.

- The information disclosed is in connection with a transaction which would not attract the obligation to make an open offer under the takeover regulations but where the board of directors 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 of directors may determine to be adequate and fair to cover all relevant and material facts.

- Provided that the parties to the transaction execute agreement to contract confidentiality and non-disclosure obligations and the said parties shall keep the information confidential except of the purpose mentioned above, and shall not otherwise trade in securities of the Company when in possession of UPSI.

- **Chinese Wall**

    - To prevent the misuse of confidential information, the Company has laid down Chinese Wall procedures which separate those areas of Company that routinely have access to confidential information, considered "inside areas" from those which provide support services and teams of sales and marketing, considered "public areas".

    - The employees in the inside area shall not communicate any Unpublished Price Sensitive Information to anyone in public area.

    - The Company shall have process of maintaining securely, computer files containing confidential information and physical storage of documents relating to UPSI.

    - All Unpublished Price Sensitive Information is to be handled on “need to know basis”, i.e., Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

    - All the non-public information directly received by any employee should immediately be reported to the head of the department. In exceptional circumstances employees from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the Compliance Officer.

5. Trading Plan

5.1. Any Insider shall be entitled to formulate a Trading Plan and present it to the Compliance Officer for approval and public disclosure. A copy of application to be submitted to the Company in the format given at **Annexure 1**.

5.2. Such Trading Plan shall

5.2.1 not entail commencement of trading on behalf of the Insider earlier than six months from the public disclosure of the plan;

5.2.2 not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the Securities and the second trading day after the disclosure of such financial results;

5.2.3 entail trading for a period of not less than twelve months;

5.2.4 not entail overlap of any period for which another Trading Plan is already in existence;

5.2.5 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; and

5.2.6 not entail trading in Securities for market abuse.

5.3. The Compliance Officer shall review the Trading Plan to assess whether the plan would have any potential for violation of the PIT 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. A copy of the approval letter to be given in the format at **Annexure 2**.

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

Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with the approved trading plan.

5.4. 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.

5.5. Provided that the implementation of the Trading Plan shall not be commenced if any UPSI in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such UPSI becomes generally available information so as to avoid a violation of sub- regulation (1) of Regulation 4 of the PIT Regulations.

5.6. Upon approval of the Trading Plan, the Compliance Officer shall notify the plan to the Stock Exchanges on which the Securities are listed.

6. Code of Internal Procedures and Conduct

6.1. Appointment of Compliance Officer

i. The Company has appointed its Company Secretary as Compliance Officer who shall report to the Board of Directors and shall provide reports to the Chairman of Audit Committee for the purpose of compliance with the PIT Regulations on quarterly basis.

ii. The Compliance Officer shall be responsible for setting both Codes, for adherence of the rules for prevention of Insider Trading, pre-clearance of trades by Designated Persons and their immediate relatives, monitoring of trades and implementation of this Code under overall supervision of the Board.

iii. The Compliance Officer shall maintain record of Designated Persons and changes thereof.

iv. The Compliance Officer shall use a notional trading window as an instrument of monitoring trading by the designated persons.

v. The Compliance Officer shall approve and notify Trading Plan to the Stock Exchanges on which securities are listed in accordance with this Code.

6.2. Preservation of "Price Sensitive Information"

The Insider and the Designated Persons shall observe this Code and Code of Practices and Procedures for fair disclosure of UPSI.

6.3. Trading in the Securities of the Company:

All Insiders and Designated Persons of the Company may execute trades subject to Compliance with PIT Regulations.

7. All Insiders and Designated Persons of the Company shall be subject to trading restrictions as enumerated below:

7.1. Trading when in possession of UPSI

No Insider and Designated Person shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of UPSI:

Explanation – When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

The trading window restrictions shall not apply in respect of following provided that the insider may prove his innocence by demonstrating the circumstances including the following:

i. the transaction is an off-market inter-se transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 of the PIT Regulations and both parties had made a conscious and informed trade decision;

   Provided that such UPSI was not obtained under sub-regulation (3) of Regulation 3 of the PIT Regulations.

   Provided further that such off-market trades shall be reported by the insiders to the Company within two working days. Every Company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

ii. the transaction was carried out through the block deal window mechanism between persons who were in possession of the UPSI without being in breach of Regulation 3 of the PIT Regulations and both parties had made a conscious and informed trade decision;

   Provided that such UPSI was not obtained by either person under sub-regulation (3) of Regulation 3 of the PIT Regulations.

iii. the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;

iv. the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

v. in the case of non-individual insiders:

(a) the individuals who were in possession of such UPSI were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to trade; and

(b) appropriate and adequate arrangements were in place to ensure that the PIT regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

vi. the trades were pursuant to a trading plan set up in accordance with Regulation 5 of the PIT Regulations.

vii. in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer and compliance with the respective regulations made by the SEBI.

viii. transactions which are undertaken in accordance with respective regulations made by the 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 the SEBI from time to time.

7.2. Trading when not in possession of UPSI

i. All the Insiders and Designated Persons and their immediate relatives, while they are not in possession of UPSI may trade in the Company's Securities only when the Trading Window is open.

ii. When the Trading Window is open, all the Insiders and Designated Persons and their immediate relatives are required to obtain pre-clearance of trade, in the format given at **Annexure 3**, from the Compliance Officer of the Company if the value of transaction to be executed by them exceeds Rs.10 Lacs.

iii. Approval for pre-clearance of Trade shall be given by Compliance Officer in the format given at **Annexure 4**.

iv. While applying for pre-clearance of trade, all the Insiders and Designated Persons and their immediate relatives are required to give a declaration to the effect that he/she is not in possession of any UPSI. Compliance Officer shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

v. The trade, once it is pre-cleared by the Compliance Officer, will have to be executed by the Insiders and Designated Persons and their immediate relatives within a period of Seven (7) days failing which fresh pre-clearance will have be obtained for the trades to be executed. Once the trade is executed, the Insiders/Designated Employees shall inform the Compliance Officer in the format given at **Annexure 5**.

vi. If the Insiders / Designated Persons and their immediate relatives decides not to trade after obtaining pre-clearance from the Compliance Officer, he/she shall immediately inform the Compliance Officer in the format given at **Annexure 6** and obtain fresh approval.

vii. Once the Trade is executed by the Insider/Designated Persons and their immediate relatives, he/she will not execute a Contra-trade for a period of six months. However, in case of emergencies, the application (in the format given at **Annexure 7**) has to be made to the Compliance Officer who may grant relaxation from strict application

of such restriction for reasons to be recorded in writing. Compliance Officer shall however, ensure that such relaxation does not violate the Regulations.

viii. If a Contra-trade has been executed, inadvertently or otherwise, in violation of above clause, the profits from such trade shall be collected from the concerned Insider/Designated Persons and their immediate relatives and shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

Provided that this shall not be applicable for trades pursuant to exercise of stock options.

ix. The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

x. Trading Window shall remain closed during the period of happening of certain events such as announcement of financial results, declaration of dividends, any other important event, due to any decision taken by the Company or by the Board of Directors which may have effect on the share price.

Trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

The list of such events and the closing period for the window, shall inter alia include, as detailed below:

Event	**Trading Window remains closed**	
	From	**To**
Declaration of Financial Results of the Company for the First/ Second/ Third/ Fourth Quarter	For First Quarter – From July 1 For Second Quarter – From Oct 1 For Third Quarter – From Jan 1 For Fourth Quarter – From April 1	48 hours after the results are submitted to the Stock Exchanges.
Declaration of Dividend	The date on which Notice of Board Meeting to be held for declaration of dividend is submitted to the Stock Exchanges.	48 hours after the outcome of Board Meeting is submitted to the Stock Exchanges.
Change in capital structure;	The date on which Notice of Board Meeting to be held for change in Capital Structure is submitted to the Stock Exchanges.	48 hours after the outcome of Board Meeting is submitted to the Stock Exchanges.
Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;	The date on which the Notice of Board Meeting to be held for demergers, acquisitions etc. is submitted to the Stock Exchanges.	48 hours after the outcome of Board Meeting is submitted to the Stock Exchanges.

Change in Key Managerial Person	The date on which the change in Key Managerial Person is informed to the Management of the Company.	48 hours after the change in Key Managerial Person is informed to the Stock Exchanges.

Trading Window shall be opened 48 hours after the information is made public.

8. Initial disclosure:

i. Every Promoter, member of the Promoter group, Key Managerial Personnel and Director of the Company shall disclose his holding of Securities of the Company as on the date of these regulations taking effect, to the Company within thirty days of the PIT Regulations taking effect in format given at **Annexure 8A** or such other format as may be notified under these Regulations;

ii. Every person on being appointed 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 holding of Securities of the Company as on date of appointment of becoming a Promoter, to the Company within seven days of such appointment of becoming a Promoter in the format given at **Annexure 8B** or such other format as may be notified under these Regulations.

9. Continual Disclosure

i. Every Promoter, member of the Promoter group, Designated Person and Director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified in the format given at **Annexure 8C** or such other format as may be notified under these Regulations.

ii. The Company shall notify the particulars of such trading to the Stock Exchanges within two trading days of receipt of the disclosure or from becoming aware of such information.

10. Annual Disclosure

Every Promoter, Designated Person and Director of the Company shall disclose to the Company number of Securities held by him in the Company as on 31st March every year in the format given at **Annexure 9**.

11. Disclosures by other Connected Persons

The Company may, at its discretion, require any other Connected Person or class of connected persons, for example management consultants, to make disclosures of holdings and trading in Securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with this Code in the format given at **Annexure 8D**.

12. Process for sharing the information or bringing people inside on sensitive transaction:

Designated Person shall ensure that any information about sensitive transactions would be disclosed to other employees / consultants / advisors, etc., on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

All the employees / consultants / advisors, etc., with whom information on sensitive transaction is shared will be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.

Any employee/ consultant/ advisor, etc., who is in receipt of information on sensitive transaction will be expected to maintain the confidentiality of the information.

13. Disclosures to be given by Designated Persons

Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:

a. immediate relatives;
b. persons with whom such designated person(s) shares a material financial relationship; and
c. Phone, mobile and cell numbers which are used by them

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

Explanation – The term "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 from a Designated Person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such Designated Person but shall exclude relationships in which the payment is based on arm's length transactions.

14. Process for how and when People are brought 'Inside' on Sensitive transactions

The Compliance Officer in consultation with CEO or CFO of the Company shall decide on how and when any person(s) should be brought 'inside' on any proposed or ongoing sensitive transaction(s). The Compliance Officer (along with CEO and CFO) shall consider whether such person being wall – crossed, is being provided UPSI on a need – to – know basis. Further, information shared with such wall – crosser should be limited to the specific transaction or purpose for which their assistance is required.

Additionally, a person(s) may also be brought inside on any proposed or ongoing sensitive transaction(s) of the Company who may be an existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc. for legitimate purpose which shall include the following:

i. in the ordinary course of business
ii. in furtherance of performance of duty(ies);
iii. for discharge of legal obligation(s).
iv. for any other genuine or reasonable purpose as may be determined by the Compliance Officer of the Company.
v. for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

15. Intimation of Duties and Responsibilities and the liability to the Person(s) who has/have been brought inside' on Sensitive Transaction(s).

Any person(s) who has/have been brought inside on any proposed and/or ongoing sensitive transaction(s) and in receipt of unpublished price sensitive information is considered an "insider" for purposes of this Code and due notice shall be given to such persons about the Code and is made aware about the duties and responsibilities;

i. To make such person aware that the information shared is or would be confidential.
ii. To instruct such person to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

iii. To make such person aware of the duties and responsibilities attached to the receipt of such information and the liability attached to misuse or unwarranted use of such information.

16. Penalties for Non-compliance

Any Designated Person who contravenes the Code of Conduct shall be subject to disciplinary action by the Company which may include wage freeze, suspension, recovery etc. Any amount collected under this clause shall be remitted to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI.

17. Reporting of non-compliance of provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015

If the Compliance Officer observes that there has been a violation of these Regulations, he/she shall bring it to the notice of the Chairman of the Audit Committee of the Company and shall inform the Board promptly.

The Company shall promptly inform Stock exchanges, where the shares of the Company are listed, regarding any violation of the Code of Conduct.

18. Communication of this Code

A copy of this Code shall be handed over to the Directors and all the Employees of the Company within one month from the date of approval by the Board. This Code shall also be posted on the website of the Company.

19. Amendment

The Board of Directors or any of its duly authorised Committee, of the Company shall have the right to withdraw and / or amend any part of this Code or the entire Code, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

Annexure 1

Application for approval of Proposed Trading Plan

To

The Compliance Officer
Inox Clean Energy Limited
INOXGFL Towers, Plot No.17
Sector- 16A, Noida – 201 301
Uttar Pradesh

I/We am/are holding Securities (type of security to be specified) of Rs each in my/our capacity as hereby submit my/our proposed Trading Plan for trading in Securities of the Company during the period when Trading Window is open, for your consideration and approval:

Sr no	No./ value of Securities	Plan for Purchase or Sell month wise details	Indicative price range	Remark

I/We request you to kindly give me/us your approval for the proposed Trading Plan.

Thanking you,

Yours faithfully,

Annexure 2

Approval of Trading Plan

To

Dear Sir/ Madam

This has reference to your application submitting your proposed Trading Plan for trading in securities (type of security to be specified) of the Company as per the details mentioned therein.

I/We have examined the Trading Plan submitted by you and give you the approval for trading in Securities of the Company when trading window is open.

Sr no	No./ value of Securities	Plan for Purchase or Sell month wise details	Indicative price range	Remark

Please note the Trading Plan as approved is irrevocable and is required to be implemented by you mandatorily, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan, in terms of SEBI (Prohibition of Insider Trading) Regulations, 2015 and you are also required to abide by requirements of disclosure of change in your holding.

Please note that a copy of approved Trading Plan is being submitted to the Stock Exchanges where Securities of the Company are listed.

Thanking you,
Yours faithfully,

For **Inox Clean Energy Limited**

Compliance Officer

Annexure 3

Application for pre-clearance of trade
SEBI (PIT) Regulations, 2015
(When dealing in Securities beyond the threshold limit)

To
The Compliance Officer
Inox Clean Energy Limited
INOXGFL Towers, Plot No.17
Sector- 16A, Noida – 201 301
Uttar Pradesh

Sub: Pre-clearance of trade

Ref: DP's name:
DP ID:
CLIENT ID:
Name of Insider:
Address:

Dear Sir,

Your approval is solicited for purchase/sale of physical / demat Securities of the Company in form.

I state on solemn affirmation:

1. that I am Director/employee/Designated Person of the Company who may reasonably be expected to have an access to UPSI in relation to the Company.

2. that I intend to purchase/sale _____(state No./ value of Securities) Securities of the Company in physical/demat form immediately on receipt of clearance for trade.

3. that I am aware of the Code of Conduct for Prohibition of Insider Trading (PIT) and that the provisions are applicable to me.

4. that at this point of time Trading Window is open and I am permitted to trade in Securities.

5. that I do not have access to the UPSI and also have not received UPSI till today.

6. that in case I have access to the price sensitive information or receive it after signing this undertaking, I shall inform the change and refrain from dealing in Securities till the information becomes public.

7. that I have not contravened the code of conduct for prevention of Insider Trading as notified by the Company.

8. that whatever is stated above is true and correct to the best of knowledge and nothing has been concealed.

Yours truly

Name:

Signature:

Designation:

(You are requested to use the above format for preclearance of trade of your dependents i.e. dependent parents, dependent spouse, and dependent children)

Annexure 4

Pre-clearance Trade

To,

Name of employee etc.

Dear Sir/Madam,

This has reference to your application for approval of trade in the Securities of the Company.

Your application is considered and based on the declaration given by you, the proposed trade is approved.

This approval is valid for seven days, or till your access to UPSI, whichever is earlier.

Thanking you,
Yours faithfully,

For **Inox Clean Energy Limited**

Compliance Officer

Annexure 5

Completion of Trade

To
The Compliance Officer
Inox Clean Energy Limited
INOXGFL Towers, Plot No.17
Sector- 16A
Noida – 201 301
Uttar Pradesh

Date:__

Dear Sir,

Folio No._____ / D.P.ID. No._____ Client I.D. No._____

Sub: Preclearance of trade dated _____

This is to inform you that the trade for purchase / sale of Company's Securities cleared by you vide No._ dated _ has been completed.
_____ is my D.P. My D.P.I.D. No. is_____, my client I.D. No. is _ / my folio No. is__ (state if the Securities are purchased for the first time.)

I will hold the shares purchased/ not buy the shares for a period of 6 months from the date of completion of deal.

Thanking you,
Yours truly

Signature:
Name:
Designation:

Annexure 6

Intimation about non-execution of Trade after seeking pre-clearance.

To
The Compliance Officer
Inox Clean Energy Limited
INOXGFL Towers, Plot No.17
Sector- 16A
Noida – 201 301
Uttar Pradesh

Date:__

Dear Sir,

Folio No._____ / D.P.ID. No._____ Client I.D. No._____

Sub: Non-execution of Trade after obtaining Preclearance of trade vide letter dated _____

This is to inform you that you had approved my application for trade in the Securities of the Company vide your letter dated__. I wish to inform you that I could not execute the Trade on account of_(state the reason for non-execution of Trade.)

Thanking you,
Yours truly

Signature:
Name:
Designation:

Annexure 7

Application for waiver of minimum holding period

To Date:_____

The Compliance Officer
Inox Clean Energy Limited
INOXGFL Towers, Plot No.17
Sector- 16A
Noida – 201 301
Uttar Pradesh

Dear Sir,

Folio No._____ / D.P.ID. No._____ Client I.D. No._____

Sub: Waiver of minimum holding period

I/my dependent family member (state name & relation) had purchased Company's Securities vide preclearance dated, on __(date of completion of deal).

On account of (state reason for selling) I wish to sell these Securities within the minimum holding period.

Your approval is solicited.

Thanking you,

Yours truly

Signature:
Name:
Designation:

Annexure 8A

FORM A

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]

Name of the company: _____

ISIN of the company: _____

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP /Directors / Immediate relative to / Others etc	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No	
1	2	3	4	5

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

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

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

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

Name & Signature:

Designation:

Date:

Place:

Annexure 8B

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/Promoter]

Name of the company: _____

ISIN of the company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter 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 as on the date of regulation coming into force		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No	
1	2	3	4	5	6

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

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

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

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

Name & Signature:

Designation:

Date:

Place:

Annexure 8C

FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

Name of the company: _____

ISIN of the company: _____

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

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

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

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

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

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

Name & Signature:
Designation:
Date:
Place:

Annexure 8D

FORM D (Indicative format)

SEBI (Prohibition of Insider Trading) Regulations, 2015

Regulation 7(3) – Transactions by Other connected persons as identified by the company

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

Name, PAN, CIN/DIN, & address with contact nos. of other connected Person s as identified by the company	Connection with company	Securities held prior to acquisition / disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition/ disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, 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 Deben tur es etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

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

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

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

Name:
Signature: **Place:**

Annexure 9

Annual Disclosure (Individual)

To
The Compliance Officer
Inox Clean Energy Limited
INOXGFL Towers,
Plot No.17, Sector- 16A
Noida – 201 301
Uttar Pradesh

Date:_____

Annual Statement of shareholding for self and dependent family members

Folio No._____ / D.P.ID. No._____ Client I.D. No._____

Name	Designation/Dept Relationship	No of shares held on 1.4.20	Shares bought during year the	Shares sold during the year	Total shares held as on 31.3.20

Yours truly,

Signature:
Name:
Designation:

Annexure 9

Annual Disclosure (Non - Individual)

To

The Compliance Officer
Inox Clean Energy Limited
INOXGFL Towers,
Plot No.17, Sector- 16A
Noida – 201 301
Uttar Pradesh

Date:_____

Annual Statement of our shareholding in the Company

Folio No._____ / D.P.ID. No._____ Client I.D. No._____

Name	Designation/ Relationship	No of shares held on 1.4.20	Shares bought during year the	Shares sold during the year	Total shares held as on 31.3.20

Signature:_____
Name:_