



November 11, 2025

To  
The Listing and Compliance  
Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001  
Fax No. 91-22-22722039/41/61  
Email: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)  
Re: BSE – Scrip Code: 532764

To  
The Listing Department  
The National Stock Exchange of India Ltd  
“Exchange Plaza”  
Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051  
Fax No. 91-22-26598235/36  
[cmist@nse.co.in](mailto:cmist@nse.co.in) [cmtrade@nse.co.in](mailto:cmtrade@nse.co.in)  
NSE: GEECEE

Dear Sir/Madam,

**Sub: Amendment in Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information.**

**Ref. Regulation 8 (2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.**

Pursuant to Regulation 8(2) of the SEBI PIT Regulations, please find attached herewith the "Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information" as amended and adopted by the Board of Directors at their meeting held November 11, 2025.

We are submitting herewith the revised "Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information" for records and dissemination to the stakeholders. The said revised code is being made available on Company's website at [www.geeceeventures.com](http://www.geeceeventures.com)

Please take the above on your records.

Thanking you,  
Yours truly,  
**For Geecee Ventures Limited**

---

**Darshana Jain**  
**Company Secretary and Compliance Officer**  
**Membership No. A73425**  
**Place: Mumbai**



**GEECEE VENTURES LIMITED**

**Code of Conduct for Prevention of  
Insider Trading and Fair Disclosure of  
Unpublished Price Sensitive  
Information**

**REGISTERED AND CORPORATE OFFICE**

**209 / 210, Arcadia Building, 2nd Floor,**

**195, Nariman Point, Mumbai,**

**400021**

**CIN: L24249MH1984PLC032170**

<b>Effective Date</b>	<b>April 01, 2019</b>
<b>Amended</b>	<b>November 11, 2025</b>

## Index

CLAUSE NO.	PARTICULARS	PAGE NOS.
1	INTRODUCTION	3
2	OBJECTIVE OF THIS CODE OF CONDUCT	3
3	DEFINITIONS	3-9
4	ROLE OF COMPLIANCE OFFICER	9
5	ALTERNATE COMPLIANCE OFFICER	9
6	PROHIBITION OF INSIDER TRADING	10
7	DEALING IN SECURITIES BY DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVES	10-15
8	PREVENTION OF MISUSE OF “UNPUBLISHED PRICE SENSITIVE INFORMATION”	16
9	PRE-CLEARANCE FOR TRADES	16-18
10	TRADING PLAN	18-19
11	TRADING WINDOW AND PROHIBITION ON DEALING DURING WINDOW CLOSURE	19-20
12	DISCLOSURES OF TRADING BY INSIDERS	20-22
13	DIGITAL DATABASE OF PERSONS WITH WHOM UPSI IS SHARED	22
14	PROCESS FOR HOW AND WHEN PEOPLE ARE BROUGHT ‘INSIDE’ ON SENSITIVE TRANSACTIONS	22-23
15	DEALING IN CASE OF SUSPECTED LEAK OR LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)	23
16	ESTABLISHMENT AND REVIEW MECHANISM FOR PREVENTION OF INSIDER TRADING	23
17	PRINCIPLES OF FAIR DISCLOSURE WITH RESPECT TO UNPUBLISHED PRICE SENSITIVE INFORMATION	23-24
18	PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT	24

## 1. INTRODUCTION

The Securities and Exchange Board of India (SEBI), for protection of investors and to regulate the securities market, has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“the **“PIT Regulations”**”) under the powers conferred on it under the SEBI Act, 1992 and amended the same by SEBI from time to time. The PIT Regulations came into force w.e.f. May 15, 2015 and are applicable to all companies whose securities are listed on an Indian Stock Exchange.

The PIT Regulations replaced the erstwhile, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992. The Regulations requires every listed company to formulate a code of conduct to regulate, monitor and report trading by its employees and other “connected persons” (as defined under the Regulations) towards achieving compliance with these Regulations and enforce a code of internal conduct and procedures based on the model code provided therein.

In compliance with the Regulations, Geecee Ventures Limited (the “Company”) has introduced a Code for Prohibition of Insider Trading (this “Code”). This Code shall come into force with effect from the date on which Company’s securities get listed on the Stock Exchange(s).

Further, SEBI (Prohibition of Insider Trading) (Amendment) Regulation 2018 notified on December 31, 2018 and subsequent amendment to PIT Regulations notified on January 21, 2019 requires every listed Company, inter alia, to formulate a policy for determination of ‘Legitimate purpose’ as a part of this code formulated under regulation 8 of SEBI PIT Regulation. Accordingly, the Board of Directors on November 11, 2025 has adopted this new Code covering a policy for determination of ‘Legitimate purpose’. This revised Code will be applicable from November 11, 2025 and existing Code will be applicable up to November 10, 2025.

## 2. OBJECTIVE OF THIS CODE OF CONDUCT

This Code of Conduct has been prepared by adopting the standards set out in Schedule B of the Regulations in order to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with the Regulations.

## 3. DEFINITIONS

**3.1 “Act”** means the Securities and Exchange Board of India Act, 1992 (15 of 1992), as amended.

**3.2 “Board”** means the Securities and Exchange Board of India.

**3.3 “Code” or “Code of Conduct”** shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of GeeCee Ventures Limited as amended from time to time.

**3.4 “Company”** means GeeCee Ventures Limited “GCVL”.

**3.5 "Compliance Officer"** means Company Secretary of the Company or in his/her absence Chief Financial Officer or in absence of both such other senior officer, the Executive Director or such other senior officer, 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 and adherence to the rules for preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the Code of Conduct and Compliance officer shall function and carry out his responsibilities under the overall supervision of the Board of Directors of the Company.

Explanation – for the purpose of this regulation “financial literate” shall mean a person, who has ability to read and understand basic financial statements like Balance Sheet, Statement of Profit and Loss account, Cash Flow statement etc.

**3.6 "Concerned Advisor / Consultants / Retainers"** of the Company means such Advisors or Consultants or Retainers or Professionals who in the opinion of the Company may have access to unpublished price sensitive information.

**3.7 “Connected Person”** means

- i. A Director of the Company;
- ii. A Key Managerial Personnel of the Company;
- iii. An Officer of the Company;
- iv. Any person who is or has been in a contractual, fiduciary or employment relationship at any time in the six-month period prior to the date of determining whether that person, as a result of such relationship, was, directly or indirectly, allowed access to UPSI or reasonably expected to be allowed access to UPSI;
- v. Any person who is or has been in frequent communication with an Officer of the Company at any time in the six-month period prior to the date of determining whether that person, as a result of such frequent communication, was, directly or indirectly, allowed access to UPSI or reasonably expected to be allowed access to UPSI;
- vi. An employee of the Company who has access to UPSI or is reasonably expected to have access to UPSI; and
- vii. Any person who has a professional or business relationship with the Company, whether temporary or permanent, and that relationship directly or indirectly, allows access to UPSI or is reasonably expected to allow access to UPSI;

Without prejudice to the generality of the definition of a Connected Person, the following individuals and entities shall be deemed to be Connected Persons, unless the contrary is established:

- a) A relative of a connected person;
- b) A holding company, associate company, or subsidiary company;
- c) An intermediary registered with SEBI under Section 12 of the SEBI Act, 1992, or any employee or director thereof;

- d) An investment company, trustee company, asset management company, or any employee or director thereof;
- e) An official of a stock exchange or of a clearing house or corporation;
- f) A member of the board of trustees of a mutual fund, a member of the board of directors of the asset management company of a mutual fund, or an employee thereof;
- 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;
- h) An official or an employee of a self-regulatory organization recognized or authorized by SEBI;
- i) A banker of the Company;
- j) Any firm, trust, Hindu Undivided Family (HUF), company, or association of persons wherein a director of the Company or their relative, or a banker of the Company, holds more than ten percent of the ownership, capital, or interest;
- k) A firm, its partner, or employee, in which a connected person is also a partner;
- l) Any person sharing the same household or residence with a connected person.

These individuals and entities shall be presumed to be connected to the Company and thereby subject to the provisions of this Code and the SEBI (Prohibition of Insider Trading) Regulations, 2015, unless proven otherwise.

**3.8 “Chief Investor Relation Officer” (“CIO”)** shall mean the Compliance Officer of the Company appointed by the Board of Director under Securities and Exchange Board India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

**3.10 “Dealing in Securities”** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

**3.11 “Designated Person(s)”** shall have the meaning ascribed to such term in Clause 7 of this code.

**3.12 “Director”** means a member of the Board of Directors of the Company.

**3.13 “Employee”** means every employee of the Company, whether permanent or temporary or on contractual basis including the Directors in the employment of the Company.

**3.14 “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.

**NOTE:** *Information published on the website of a stock exchanges, would ordinarily be considered generally available.*

**3.15 "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.

**3.16 "Insider"** means any person who is,

- (i) a connected person; or
- (ii) in possession of or having access to unpublished price sensitive information.

**3.17 "Key Managerial Person"** means person as defined in Section 2(51) of the Companies Act, 2013.

**3.18 "Leak of UPSI"** shall have the meaning ascribed to it under the Company's Policy for Procedure of Inquiry in Case of Leak of Unpublished Price Sensitive Information."

**Explanation:** It covers the instances where the UPSI has been shared by a person to any person, association, body, firm, agency, society, entity or to a group thereof except in compliance with applicable law.

**3.19 "Legitimate purpose"** shall have the meaning ascribed to such term in clause 3 of Policy for determination of Legitimate Purposes **Annexure –H**.

**3.20 "Material Facts"**

The materiality of a fact depends upon the circumstances. A fact is considered "material", if it is likely to affect the market price of the securities, upon coming into public domain. Material information can be positive or negative and can relate to virtually any aspect of the business of a company or its affiliates or to any type of security, debt or equity.

Examples of material information include (but are not limited to) facts concerning:

- i) Dividends;
- ii) Corporate earnings or earnings forecasts;
- iii) Business performance developments, such as number of customers; mergers or acquisitions; major litigation; significant borrowings or financing; defaults on borrowings; and bankruptcies,
- iv) Issues of securities or buyback of securities;
- v) Any major expansion plans or execution of new projects;
- vi) Amalgamation, mergers or takeovers;
- vii) Disposal of whole or substantial part of the undertaking; and
- viii) Any significant changes in policies, plans or operations of the Company.

**3.21 "Need to Know"** basis means that 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 any conflict of interest or appearance of misuse of information.

**3.22 "Promoter" and "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 amendment thereof.

**3.23 "Proposed to be listed"** shall include securities of an unlisted company:

- (i) if such unlisted company has filed offer documents or other documents as the case may be with the Board, stock exchange(s) or registrar of companies in connection with the listing: or
- (ii) if such unlisted company is getting listed pursuant to any merger or amalgamation and has filed a copy of such scheme of merger or amalgamation under the Companies Act, 2013.

**3.24 "Relative"** shall mean the following:

- (i) spouse of the person;
- (ii) parent of the person and parent of its spouse;
- (iii) sibling of the person and sibling of its spouse;
- (iv) child of the person and child of its spouse;
- (v) spouse of the person listed at sub-clause (iii) and
- (vi) spouse of the person listed at sub-clause (iv)

**3.25 "Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof;

**3.26 "Stock Exchanges"** shall mean any recognized stock exchange on which Company's securities are listed.

**3.27 "Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

**3.28 "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.

**3.29 "Trading Day"** means a day on which the recognized stock exchanges are open for trading;

**3.30 "Trading Window"** shall refer to specified period during which the trading in securities of the Company is permitted. During the closure of Trading Window, trading in Company's securities is prohibited for designated persons and is restricted for other employees.

**3.31 "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, delisting, disposals and expansion of business, award or termination of order / contracts not in normal course of business and such other transactions;



## CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- (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 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 or 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;
- (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.
- (xvii) Such other matters as may be specified under the SEBI regulations or decided by the Company from time to time.

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.

#### **4. ROLE OF COMPLIANCE OFFICER**

- 4.1** The Compliance Officer shall be responsible for setting forth policies, procedures and monitoring adherence to the rules for the preservation of unpublished price sensitive information, pre-clearing and monitoring of trades and the implementation of this Code under the overall supervision of the Board of Directors of the Company.
- 4.2** The Compliance Officer shall report to the Board of Directors /Stakeholders Committee/Audit Committee (by whatever name called) and in particular to the Chairman of the Committee or to the Chairman of the Board of Directors at least once in a year, the details of trading plans received, pre-clearance given, trading by insiders and /or any violation of the PIT Regulations reported.
- 4.3** The Compliance Officer shall maintain a record of the Designated Persons and any changes made in the list of Designated Persons.
- 4.4** The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.

#### **5. ALTERNATE COMPLIANCE OFFICER**

In order to facilitate smooth functioning and administrative convenience, the Board of Directors may, from time to time, designate one or more senior officers as 'Alternate Compliance Officer(s)'. Such Alternate Compliance Officer(s) shall assist the Compliance Officer in carrying out his/her responsibilities and may discharge the functions of the Compliance Officer during temporary absence, leave or unavailability, subject to the overall supervision of the Board.

**For the avoidance of doubt, this provision is supplemental to, and does not derogate from, the definition of 'Compliance Officer' under Regulation 3.5, which provides for automatic succession in the absence of the designated Compliance Officer.**

## 6. PROHIBITION OF INSIDER TRADING

### No Insider shall

- a) Trade in the securities of the Company at any time either on its own or on behalf of any other person when he/she is in possession of any unpublished price sensitive information. Such insider shall also maintain the confidentiality of all price sensitive information and shall not pass on such information to any person directly or indirectly by way of making recommendation for the purchase or sale of Securities of the Company.
- b) Communicate, counsel or procure directly or indirectly any unpublished Price Sensitive Information to or from any person who while in possession of such unpublished Price Sensitive Information shall not deal in Securities.

For purposes of point (6) above, the Company shall require the parties to execute agreements/memorandum of understanding to ensure confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, and shall not otherwise trade in securities of GCVL when in possession of UPSI.

***Note: 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.***

## 7. DEALING IN SECURITIES BY DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVES

The Insider Regulations imposes certain responsibilities and restrictions on certain categories of persons, i.e. designated persons and their immediate relatives. The category of person who is defined as Designated Person is provided hereunder;

### 7.1 “Designated Person” would include the following categories of employees, for the purpose of this Code:

1. Members of the Board of Directors of the Company;
2. Chief Financial Officer (CFO)/ Company Secretary (CS);
3. Chief Administrative officer / Chief Operating Officer;
4. Auditors (including Statutory/ Internal /Cost /Secretarial as such other auditors as may be prescribed in any law for time being in force) of the Company;
5. All employees of the Accounts, Finance, Legal & Secretarial, Investor Relations and Corporate Communications at Head Office;
6. CFOs and CSs of the Holding Company and its Material Subsidiaries;
7. Head of Internal Audit Department, Legal Department;
8. Secretaries/Executive Assistants reporting to the Chairman or the Managing; Director/Whole Time Director/CFO/CS;
9. All Departmental Heads of the Company (For eg. Finance Head, Purchase Head, Sales Head etc);
10. Employees of other Departments/Divisions on a case-to-case basis, who could be reasonably expected to have access to unpublished price sensitive information(s) relating to the Company, to be decided by the Chairman/Managing Director/Whole-Time Director/ Compliance Officer/Chief Financial Officer, on a case-to-case basis; and

## CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

11. Employees of material subsidiaries of the Company designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors;
12. Any support staff of the Company, such as IT staff or secretarial staff, Legal Staff, Finance Staff, Strategy Staff who have access to unpublished price sensitive information;
13. Persons employed on Interim basis and performing similar roles or having similar responsibilities as persons mentioned in 2 and 3 above;
14. Such other persons as may be identified by the Compliance Officer
15. All promoters of the Company and the members of the promoter group;
16. Chief Executive Officer (CEO) and Employees up to two levels below of Chief Executive Officer of the Company and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;

The persons mentioned in point nos. 1 to 14 shall be identified as the designated persons by the Board of Directors or such other analogous authority in consultation with the compliance officer on the basis of their access to unpublished price sensitive information.

**7.2** Each Designated Person shall disclose the following information to the Compliance Officer, in the format as may be prescribed by the Chief Investor Officer (CIO) or Compliance Officer, at the time of appointment as a Designated Person, and thereafter on an annual basis, or as and when there is any change in the information so disclosed:

- a) The name, Permanent Account Number (PAN) or any other identifier authorized by law of the Designated Person;
- b) The names and PAN or other identifiers of the immediate relatives of the Designated Person;
- c) The names and PAN or other identifiers of persons with whom the Designated Person shares a material financial relationship, i.e., one or more relationships involving payment made by the Designated Person (or to the Designated Person) of an amount equivalent to at least 25% of the annual income of such Designated Person, excluding relationships in which the payment is based on arm's length transactions;
- d) The mobile phone numbers and/or cellular numbers used by the Designated Person and by the persons mentioned in sub-clauses (b) and (c) above.

Such disclosures shall be made in accordance with the timeline and procedure as may be specified by the Compliance Officer and shall be maintained as part of the Company's Structured Digital Database in compliance with applicable laws.

Failure to comply with the above disclosure obligations shall be treated as a violation of this Code and may attract disciplinary action, including reporting to the SEBI, wherever required.

**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.

### 7.3 Identification, Preservation and Communication of Unpublished Price Sensitive Information Prohibition of communication or procurement of Unpublished Price Sensitive Information:

(i) Designated Persons shall maintain the confidentiality of all UPSI at all times.

(ii) No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

(iii) No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

- a) **Need to Know:** UPSI is to be handled on a “need to know” basis. No UPSI shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- b) **Limited Access:** Files containing UPSI shall be kept secure. Computer files must have adequate security of login and password etc. All reasonable measures, including segregation of work areas wherever necessary shall be taken to prevent unauthorized access to UPSI.
- c) **All reasonable measures must be taken to ensure that UPSI is adequately secured while held by users and in course of communication.**

#### The following shall be observed as minimum prudent practice:

(i) Documents containing UPSI shall not be left unattended in a manner permitting access, reading or copying by unauthorised persons; persons working outside secure areas shall replace such documents in closed storage whenever these are left unattended.

(ii) Access to personal computers and laptops shall be restricted by use of personalised password and other measures to prevent unauthorised access. Every file containing confidential information must be password secured.

(iii) Server storage area holding confidential documents and data must be effectively partitioned and access restricted to duly authorised users.

(iv) Electronic media containing confidential information shall be in encrypted form wherever possible and shall be subject to the same standards of custodial care as printed material.

(v) Documents containing confidential information shall only be conveyed:

- To persons who need such information in the ordinary course of business or for discharge of legal obligations.
- In closed cover reasonably secured against tampering.
- With a record of the name, department and other relevant particulars of the addressee.

## CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- With a request for acknowledgement of receipt and an appropriate warning addressed to any unauthorised recipient.

(vi) Confidential information may only be conveyed by electronic transmission:

- To the unique address of the addressee.
- With a warning to all unintended recipients against misuse of the same.
- In an encrypted form wherever suitable technology is available.
- Through the official address and using the official communication facilities provided by the Company.
- Preserving a copy with full particulars of the addressee and date and time of transmission.

(vii) Copies or prints of documents containing confidential information shall be taken only in the presence of the responsible employee.

### d) Chinese Walls:

(i) "**Chinese Walls**" shall refer to internal protocols and physical, electronic, and operational barriers established by the Company to prevent the unauthorized flow of information between different departments, functions, or individuals within the organization. These arrangements are designed to restrict and control the dissemination of:

- Unpublished Price Sensitive Information (UPSI), as defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015; and
- Any other confidential or strategic information, the dissemination or misuse of which may lead to an actual or potential conflict of interest or give rise to regulatory, reputational, or commercial risks for the Company.

(ii) "Inside Areas" shall be those in which Designated Persons are likely to get access to UPSI during the course of their work assignments.

(iii) "Public Areas" shall be the areas other than the Inside Areas wherein there is a possibility of misuse of UPSI.

However, Designated Persons in these areas are subject to the general principles governing confidentiality and the handling and use of UPSI.

(iv) The Compliance Officer shall be considered to be above the Chinese Wall due to the nature of their role in managing UPSI and regulatory compliance.

Executive Directors or Whole-time Directors involved in the day-to-day functioning of the Company may also be considered above the Chinese Wall.

**The Chairman of the Board, even if classified as a Non-Executive Non-Independent Director, shall also be deemed to be above the Chinese Wall, considering his/her involvement in strategic and operational decision-making of the Company**

## CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

However, Independent Directors and Non-Executive Directors shall generally be deemed to be on the public side of the Chinese Wall and shall only be permitted to cross the wall on a need-to-know basis, such as for:

- Consideration and approval of Related Party Transactions (RPTs),
- Reviewing or approving financial results,
- Participation in Board-level deliberations involving UPSI, or
- Any other circumstance where access is legally mandated or required for discharge of fiduciary duties.

Such Directors, once given access to UPSI or in possession of UPSI at any point in time, shall be deemed to have crossed the Chinese Wall and shall be bound by all applicable provisions under the PIT Code.

### (v) Crossing the Chinese Wall:

The Compliance Officer shall monitor and regulate the Company's "cross-the-wall procedures", and may specify standards to be followed for permitting access to UPSI.

Pursuant to crossing the Chinese wall, the Employee/outsider to whom UPSI is disclosed would become a Designated Person. Such Employee/outsider will become subject to all restrictions and prohibitions as required under this Code, Regulations and policies relating to Chinese walls.

The Compliance Officer when satisfied that the UPSI is generally available, he may lift such restrictions imposed on such Employee.

(vii) Responsibilities post Crossing of the Wall: While any Designated Persons from the Public Area is in the Inside Area after having crossed the Chinese Wall, he/she shall not carry out his normal activities in respect of the Company if there is any conflict perceived with the work relating to which he/she has crossed the Chinese Wall and he/she shall strictly maintain the confidentiality of the transaction or UPSI as per paragraph (e)(iv) above.

(viii) Persons crossing the Chinese Wall shall be provided with only such information as is reasonably necessary and appropriate for him to accomplish the purpose for which the Chinese Wall is crossed from the Public Area to the Inside Area.

- e) Notwithstanding anything contained in this Code, Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction only in the following instances which would:

- entail an obligation to make an open offer under the Takeover Regulations where the Board is of the informed opinion that the proposed transaction is in the best interests of the Company; and
- not attract the obligation to make an open offer under the Takeover Regulations but where the Board is of the informed opinion that the sharing of such information is in the best interests of the Company and the information that constitutes 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.

## CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- f) For the aforementioned purposes, the Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, and shall not otherwise Trade in Securities of the Company when in possession of Unpublished Price Sensitive Information

### 7.4 The other responsibilities and restrictions imposed on Designated Persons are:

- a) Furnish Every Designated Person shall, within **30 (thirty) days** of becoming a Designated Person or joining the Company (as applicable), **furnish to the Compliance Officer a disclosure of the number of securities of the Company held by them and their Immediate Relatives**, in the format as may be prescribed by the Compliance Officer.
- b) **Disclosure of Changes in Immediate Relatives:**  
Every Designated Person shall also promptly inform the Compliance Officer of any **addition, modification, or change** in the status or particulars of their **Immediate Relatives** as defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015. Such disclosure shall be made **within seven (7) days** from the date of such change.
- c) Obtain prior clearances of the Compliance Officer before dealing in securities exceeding such threshold limit as may be notified from time to time
- d) Not to deal in securities, during certain closed periods as may be notified generally or from time to time.
- e) Preserve Unpublished Price Sensitive Information.
- f) Designated persons shall not communicate, provide or allow access to any unpublished price sensitive information, relating to the Company or Securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligation.
- g) Not to pass on any Price Sensitive Information to any person (including but not limited to his or her family members, friends, business associates etc.) directly or indirectly by way of making recommendation for trading in Company's securities.
- h) Not to apply for pre-clearance and trade plan when in possession of Unpublished Price Sensitive Information even though the closed period is not notified till such time the Unpublished Price Sensitive Information becomes generally available.
- i) Not to execute contra trade within a period of 6 months from the date of last transaction either by self or through immediate relatives. Provided that this restriction shall not be applicable for trades pursuant to exercise of stock options.

If the opposite transactions are executed in violation of this provision, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Education and Protection Fund administered by SEBI.

Such persons may however apply to the Compliance Officer for waiver of the restriction on contra trade, if there is a need to sell the said securities due to personal emergency.



## 8. PREVENTION OF MISUSE OF “UNPUBLISHED PRICE SENSITIVE INFORMATION”

### 8.1 Confidentiality of “Price Sensitive Information”

The Directors, Designated Employees, Connected Person and concerned Advisors or Consultants or Retainers of the Company shall maintain the confidentiality of all price sensitive information and shall not communicate any Unpublished Price Sensitive Information to any person except on ‘need to know basis’ – i.e. that Unpublished price Sensitive Information should be disclosed only to those persons within the Company or persons connected with the Company who need the Information to discharge their duty or legal obligations and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. The Directors, Designated Employees, Connected Person and concerned Advisors or Consultants or Retainers of the Company shall not pass on any Price Sensitive Information to any person directly or indirectly by way of making a recommendation for the purchase or sale of Securities of the Company.

### 8.2 Limited Access to Confidential Information

The Directors, Designated Persons, Connected Persons and concerned Advisors or Consultants or Retainers of the Company shall keep the files containing confidential Price Sensitive Information duly secured and computer files must be kept with adequate security of login and password, etc.

In the case of Advisors, Consultants, or Retainers, a separate Non-Disclosure Agreements (NDAs) shall be executed to ensure confidentiality obligations are clearly defined. Such individuals shall also be deemed to be covered under the PIT Code and must comply with all provisions therein.

### 8.3 Legitimate Purpose

Receipt of Unpublished Price Sensitive Information for legitimate purpose shall be considered as Insider for the purpose of this code. The Unpublished price sensitive information can be shared as an exception by an Insider for Legitimate purposes as per its “**Policy for determination of Legitimate Purposes**” provided as a part to this Code as “**Annexure –H**” to this code.

Accordingly, the person who shares UPSI shall give proper notice to the recipient of UPSI to maintain confidentiality of such UPSI in compliance with SEBI (PIT) Regulations, 2015.

## 9. PRE-CLEARANCE FOR TRADES

**9.1** Designated Persons and/or any of their immediate relatives, or any Director or Officer of the Company, who intend to deal in the securities of the Company during a period when the trading window is open, and where the market value of the proposed trades (whether by way of purchase and/or sale) is equal to or exceeds **₹10,00,000 (Rupees Ten Lakhs)**, whether in a single transaction or a series of transactions over any calendar quarter, shall mandatorily seek pre-clearance of the transaction from the Compliance Officer, in the prescribed form.

It is further clarified that:

- The aggregate value of trades for this purpose shall include both purchases and sales of securities;
- No Designated Person shall apply for or be granted pre-clearance if such person is in possession of Unpublished Price Sensitive Information (UPSI) at the time of the intended trade, even if the trading window is open.

### Monitoring Trading done by Immediate Relatives:

- To ensure compliance, Designated Persons shall be under a continuing obligation to disclose and report any trades conducted by their immediate relatives, including those which fall below the pre-clearance threshold, within two trading days of such transaction.
- In addition, to track and verify trades by immediate relatives:
  - ✓ Designated Persons shall, at the time of declaration or pre-clearance, identify and confirm their immediate relatives and affirm that they are aware of the prohibition on trading during the closure of the trading window;
  - ✓ Designated Persons shall procure confirmations from their immediate relatives that no trades were undertaken during the closed trading window, and shall submit such declarations to the Compliance Officer in the prescribed format at the end of each window closure period;
- The Company may, at its discretion, seek PAN-based trade data from the Designated Persons and their immediate relatives, and may also conduct periodic audits or request demat account statements, wherever necessary, to ensure compliance;
- Any non-compliance or failure to report shall be treated as a violation of the Company's Code of Conduct and the SEBI Insider Trading Regulations and may attract disciplinary and penal action, including reporting to SEBI.

### 9.2 The pre-dealing procedure shall be hereunder:

**9.2.1** An application shall be submitted in the prescribed Form **(Annexure-A)** to the Compliance officer indicating the estimated number of securities that the designated person intends to deal in (either buy/acquire or sell/dispose), the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.

**9.2.2** An undertaking **(Annexure-B)** shall be executed in favour of the Company by such Designated Person incorporating, inter alia, the following clauses, as may be applicable:

- (a) That the designated person and/or any of their immediate relatives /director/officer does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
- (b) That in case the designated person has access to or receives "**Price Sensitive Information**" after the signing of the undertaking but before the execution of the trades he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
- (c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
- (d) That he/she has made a full and true disclosure in the matter.

**9.2.3** The Compliance Officer after perusing the application and the undertakings shall give order for approval of pre-clearance in **(Annexure –C)**.

**9.2.4** All Designated Persons and/or any of their immediate relatives/director/officer shall execute their trades in respect of securities of the Company within seven trading days after the approval of preclearance is given failing which pre-clearance would be required to be sought afresh. The Designated Persons and/or any of their immediate relatives/director/officer shall file within two trading days of such trade, the details of such trade with the Compliance Officer in the prescribed form. In case the trade is not undertaken, a report to that effect shall be filed. **(Annexure-D)**.

**9.2.5** All Designated Persons and/or any of their immediate relatives/director/officer who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. The compliance officer may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided such relaxation does not violate these regulations. However, no such sale will be permitted when the Trading window is closed. In case of any contra trade is executed, inadvertently or otherwise, in violation of such restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Education and Protection Fund administered by SEBI under the Act.

## **10. TRADING PLAN :**

(a) An insider shall be entitled to formulate a trading plan ("TP") and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan;

(b) Such Trading Plan shall:

(i) Not entail commencement of trading on behalf of the Insider earlier than one hundred and twenty calendar days from the public disclosure of the TP;

(ii) Not entail overlap of any period for which another trading plan is already in existence;

(iii) Set out following parameters for each trade to be executed:

- either the value of trade to be effected or the number of securities to be traded;
- nature of the trade;
- either specific date or period not exceeding five consecutive trading days;
- price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:

- for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;

## CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

(iv) Not entail Trading in securities for market abuse.

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

(d) Before providing approval, the Compliance Officer shall review the TP to assess whether the plan would have any potential for violation of the Regulations and seek such express undertaking as may be necessary to enable assessment and to approve and monitor the implementation of the plan. No pre-clearance of trade will be required for a trade that is executed as per the trading plan.

(e) Trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

(f) Implementation of the TP shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any UPSI and the said information has not become generally available at the time of the commencement of implementation.

(g) Upon non-implementation of the (full/ Partial) trading plan the insider shall intimate the Compliance Officer within 2 trading days of end of tenure of trading plan with reason thereof and supporting documents if any.

(h) The Compliance Officer shall place the information received from insider on non-implementation along with his recommendation before the members of the Audit Committee in the immediate next meeting for their acceptance or rejection and the members of the Audit Committee shall decide whether such non-implementation was bonafide or not.

(i) The decision of Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.

(j) In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall decide to accept / reject the submission purely on the fact that the reasons cited by the insider was genuine enough to consider or not subject to the final approval by Board of Directors.

(k) The Compliance Officer shall approve or reject the trading plan within 2 trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities of GeeCee Ventures Limited are listed on the day of approval.

### 11. TRADING WINDOW AND PROHIBITION ON DEALING DURING WINDOW CLOSURE

11.1 The trading period during which the Company's securities can be traded is called trading window. The trading window shall be closed during the time the price sensitive information is un-published.

11.2 When the trading window is closed, the Designated Persons and/or any of their immediate relatives/director/officer shall not trade in GCVL's securities during such period.

## CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The trading window shall be, inter-alia closed at the time of events as provided at point 3.30 of this Code and such other time as the Compliance Officer determines that a designated person or class of designated person is reasonably expected to have possession of unpublished price sensitive information.

- 11.3 The Compliance Officer shall also close the trading window when he 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.
- 11.4 The trading window shall be opened 48 (Forty Eighty) hours after the unpublished price sensitive information becomes generally available.
- 11.5 The trading window restrictions mentioned above shall not apply in respect of transactions which are undertaken in accordance with respective regulations made by the Board 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 Board from time to time.
- 11.6 Trading restriction with regard to Closure of Trading Window shall not apply while is possession of Unpublished Price Sensitive Information in case of (i) off – market inter-se transfer and (ii) block deal window mechanism without being in breaching Reg. 3 of Prohibition of Insider Trading Regulations, 2015, (iii) the transactions carried out pursuant to a statutory or regulatory obligation to carry out a bonafide transaction (iv) exercise of stock options where exercise price was pre-determined in compliance with applicable regulations.  
Note: In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.
- 11.7 All Designated Person of the Company and their immediate relative(s) shall conduct all their dealings in the securities of the Company only in a valid Trading Window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when Trading Window is closed as referred above or during any other period as may be specified by the Managing Director/ Compliance Officer / Chief Financial Officer from time to time.

## **12. DISCLOSURES OF TRADING BY INSIDERS**

### **A. GENERAL PROVISIONS**

- 1 The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- 2 The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.
- 3 The disclosures made under this Code shall be maintained for a minimum period of five years.

## B. DISCLOSURES BY CERTAIN PERSONS

### 1. Initial Disclosure

- a) Every person on appointment as key managerial personnel or a director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter. **(Annexure-E)**

### 2. Continual Disclosure

- a) Every promoter, including member of 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 aggregate value of the securities traded, whether in one transaction or a series of transactions in any calendar quarter, aggregates to a traded value in excess of Rs.10 Lakhs (Rupees Ten lakhs) or such other value as may be specified. **(Annexure-F)**

It is hereby clarified that the value of securities traded will include the aggregate of purchases as well as sale of securities.

- b) Every Company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

### 3. Disclosures by other connected persons.

Any company whose securities are listed on a stock exchange may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with these regulations. **(Annexure-G)**

### 4. Disclosure By Designated Persons

#### 4.1 One Time

The Designated person shall inter alia disclose the following information in the format as may be prescribed by the CIO on one time basis, to the Company within 15 days from the date on which this code shall become effective;

- (i) his/her Phone, mobile and cell numbers
- (ii) his/her Permanent Account Number or any other identifier authorized by law

#### 4.2 Annual Disclosure and Continual Disclosure

The Designated person shall disclose the following information in the format as may be prescribed by the CIO on annual basis, to the Company within 30 days from the end of the Financial Year and on continual disclosure basis, as and when the information changes within 15 days of such change;

- (i) Name of Immediate Relatives
- (ii) persons with whom such designated person(s) shares a Material Financial Relationship

- (iii) Permanent Account Number or any other identifier authorized by law of (i) & (ii)
- (iv) Phone, mobile and cell numbers of (i) & (ii)

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

### **13. STRUCTURED DIGITAL DATABASE OF PERSONS WITH WHOM UPSI IS SHARED**

13.1 The Compliance Officer, and in their absence the Alternate Compliance Officer, shall ensure that a Structured Digital Database is maintained internally in compliance with the SEBI PIT Regulations, 2015. The database shall record the nature of UPSI and the names of persons who have shared such information, as well as the names of the persons with whom such information is shared, including their Permanent Account Numbers (PAN) or any other legally recognized identifier, where PAN is not available.

The SDD shall also include a list of all Designated Persons appointed under the Company’s Code of Conduct for Prevention of Insider Trading. This list shall mandatorily include:

- All senior management personnel identified at the Head Office level,
- Statutory and internal auditors associated with the Company,
- Senior Information Technology (IT) personnel and IT heads with access to UPSI,
- All senior executives involved in on-site operations, including those linked to real estate, project management, or other sensitive areas,
- Consultants, Advisors, and Retainers who are privy to UPSI (provided that their inclusion is covered under executed NDAs or engagement terms aligning with the PIT Code).
- Such other people identified and specified by the company from time to time

13.2 Such Structured Digital Database shall be maintained internally by the Company and shall not be outsourced under any circumstances. The database shall incorporate robust internal controls, including time-stamping and audit trails, to ensure the integrity, accuracy, and non-tampering of records.

13.3 In the case of UPSI or information not originating internally within the Company, entries into the SDD shall be made no later than two (2) calendar days from the date of receipt of such information.

13.4 The Compliance Officer, and in their absence the Alternate Compliance Officer, shall ensure that the Structured Digital Database is preserved for a minimum period of eight (8) years from the date of the relevant transaction. In the event the Company receives a request or intimation from the Securities and Exchange Board of India (SEBI) or any other regulatory authority regarding any investigation or enforcement proceeding, the relevant data in the database shall be preserved until the conclusion of such proceedings, even if it exceeds the minimum preservation period.

### **14. PROCESS FOR HOW AND WHEN PEOPLE ARE BROUGHT ‘INSIDE’ ON 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;

- i. The Managing 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;

## CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- ii. 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;
- iii. 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;
- iv. The provision of this Code of Conduct shall be applicable to such other person during their involvement in sensitive transaction. The Company shall follow the below procedure to include any other person as an Insider while dealing in sensitive transactions or sharing of UPSI;

### 15. DEALING IN CASE OF SUSPECTED LEAK OR LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

The Board has formulated written policy for initiating appropriate inquiries on becoming aware of leak/suspected leak of unpublished price sensitive information that has been set out at **Annexure -I**.

### 16. ESTABLISHMENT AND REVIEW MECHANISM FOR PREVENTION OF INSIDER TRADING:

- i. The Whole Time Director, Managing Director or KMPs of the company, shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in this Code of Conduct to prevent insider trading.
 

“Internal Controls” shall include the following:

  - all employees who have access to UPSI are identified as designated employee;
  - all the UPSI shall be identified, and its confidentiality shall be maintained;
  - adequate restrictions shall be placed on communication or procurement of UPSI;
  - lists of all employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreements shall be signed, or notice shall be served to all such employees and persons;
  - all other relevant requirements specified under these regulations shall be complied;
  - periodic process review to evaluate effectiveness of such internal controls.
- ii. The Audit Committee shall review the compliance with the provisions of this Code of Conduct on a yearly basis and shall verify that the systems for internal control are adequate and are operating effectively.
- iii. The policies and procedures to initiate appropriate inquiry in case of leak of UPSI or suspected leak of UPSI forms part of this Code of Conduct at Para 15 above.
- iv. The SEBI or any other appropriate regulatory authority would be informed promptly for leak of UPSI or suspected leak of UPSI including inquiry (ies) conducted and results thereof.
- v. The Company shall make aware its employees about the policy for leak of UPSI or suspected leak of UPSI, to enable them to report instances of leak of UPSI.

### 17. PRINCIPLES OF FAIR DISCLOSURE WITH RESPECT TO UNPUBLISHED PRICE SENSITIVE INFORMATION

The following Principles of Fair Disclosure for the purposes of “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” shall be strictly followed by the Company (GeeCee Ventures Limited) with immediate effect:-



## CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- a) The Company shall promptly disclose to the public "unpublished price sensitive information" (UPSI) that would impact price discovery, no sooner than such credible & concrete information comes into being.
- b) The Company shall ensure that information shared with analysts and research personnel is not UPSI.
- c) The Company shall uniformly & universally disseminate information (UPSI) and avoid selective disclosure.
- d) The Company shall promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise, to make such information generally available to all/public.
- e) The Company shall render appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities, if any.
- f) The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on its official website, in order to ensure official confirmation and documentation of disclosures made.
- g) The Company shall handle all UPSI on a need-to-know basis.

### 18. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT

(a) Any Designated Person who trades in Securities of GeeCee Ventures Limited or communicates any UPSI or counsels any person trading in Securities of GeeCee Ventures Limited, in contravention of this Code of Conduct may be penalized and appropriate action may be taken by the Company.

(b) In case where 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 the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

(c) Any Designated Person of the Company who violates the Code of Conduct may also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, claw back etc. Any amount collected under this clause shall be remitted to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Securities and Exchange Board of India Act, 1992

(d) Any other violation for which penalty is not defined hereinabove shall be decided by the Compliance Officer, post obtaining approval of the Managing Director of the Company. Further the Compliance Officer shall be empowered to grant relaxation from strict application of this Code and from levying penalty based on the situations provided reasons are to be recorded in writing for such relaxation and same should not violate the SEBI Regulations.

(e) The action by the Company in any case shall not preclude SEBI from taking any action in case of violation of the Regulations.

(f) Whenever a violation of the Regulations by a Designated Person is identified, the Compliance Officer shall take appropriate action after recording reasons in writing and shall promptly inform the Board and Stock Exchange (s) where the concerned Securities are traded, in such form and such manner as may be specified by the Board from time to time.

**ANNEXURE -A**  
**SPECIMEN OF APPLICATION FOR PRE-CLEARANCE OF TRADING IN SECURITIES**

Date:

To,  
The Compliance Officer,  
Geecee Ventures Limited,  
209-210, Arcadia Building,  
195, Nariman Point,  
Mumbai – 400 021.

**Sub: Application for Pre-clearance approval in securities of the Company**

Dear Sir/Madam,

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

1.	Name of the applicant	
2.	If applicant is Company, name of authorised person	
3.	Designation	
4.	Applicant's category as per Insider Trading (Whether Banker, Auditor, employee etc.)	
5.	Number of securities held as on date	
6.	Folio No. / DP ID / Client ID No.)	
7.	The proposal is for	(a) Purchase/sale of securities (b) Subscription to securities (c) Purchase/Sale of derivatives (tick any one)
8.	Proposed date of dealing in securities	
9.	Estimated number of securities proposed to be acquired/subscribed/sold	
10.	Whether the proposed transaction is in the name of Self or in the name Dependent Family Member?	
11.	Name of the Dependent/relationship if the transaction is in the name of the dependents	
12.	Price at which the transaction is proposed	
13.	Current market price (as on date of application)	
14.	Whether the proposed transaction will be through stock exchange or off-market deal	
15.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	
16.	Whether applicant has traded in last 6 months in securities of the Company?	
17.	If yes, Nature of transaction.	

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature of Designated Person /KMP)

Address:

Encl: Form of Undertaking

Pan No: \_\_\_\_\_

CIN/DIN No.: \_\_\_\_\_

**ANNEXURE-B**  
**FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE**  
**UNDERTAKING**

Date:

To,  
The Compliance Officer,  
GeeCee Ventures Limited,  
209-210, Arcadia Building,  
195, Nariman Point,  
Mumbai – 400 021  
Dear Sir,

I/We, \_\_\_\_\_ (Name) \_\_\_\_\_, (Designation) \_\_\_\_\_ of the  
Company residing at \_\_\_\_\_, am desirous of dealing in  
\_\_\_\_\_ \*equity shares of the Company as mentioned in my application dated \_\_\_\_\_ for pre-  
clearance of the transaction.

I/We further declare that I/We am/are 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 Undertaking.

In the event that I/We have access to or received any information that could be construed as "Price Sensitive  
Information" as defined in the Code, after the signing of this undertaking but before executing the transaction  
for which approval is sought, I/We shall inform the Compliance Officer of the same and shall completely refrain  
from dealing in the securities of the Company until such information becomes public.

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

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

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

I/We declare that I/We have made full and true disclosure in this regard and to the best of my knowledge and  
belief. Name:

(Signature of Designated person /KMP)

Pan no.: \_\_\_\_\_

Address:

CIN/DIN No.: \_\_\_\_\_

\*Indicate number of shares

**ANNEXURE -C**  
**FORMAT FOR PRE- CLEARANCE ORDER**

Date:

To,  
Name: \_\_\_\_\_  
Designation: \_\_\_\_\_  
Place: \_\_\_\_\_

Dear Sir/Madam,

This is to inform you that your application dated \_\_\_\_\_ for dealing in \_\_\_\_\_ equity shares of the Company is approved/disapproved.

If approved:

Please note that the said transaction must be completed on or before \_\_\_\_\_ date \_\_\_\_\_ that is within 7 trading days from today.

**GIVEN ON THE FOLLOWING CONDITIONS**

- a. You are not and do not expect to be in possession of any Unpublished Price Sensitive Information at the time of the Trading.
- b) You have not contravened the Rules or the SEBI (Prohibition of Insider Trading), Regulations, 2015 (SEBI Insider Regulations).
- c) You have made full and true disclosure in the matter.

Note 1: Designated Persons who trade in manner (i.e. buy/ sell or otherwise deal) in the securities of the Company shall not enter into an opposite transaction i.e. buy / sell/ or otherwise deal in securities of the Company during the next six months following the prior transaction."

Exception:

An employee can exercise his ESOPs even if he has transacted in shares of the Company during the previous six months. However, once the shares acquired under the ESOP Plan are sold in the market, the restriction on buying would become applicable for next six months. Thus, after the current sale transaction, you may continue to sell shares in the market, but will not be allowed to buy for the next six months from the date of your last sale & vice versa.

Note 2: In case you have received any "Unpublished Price Sensitive Information" after submission of your application for sale of securities, please inform the Compliance Officer of the change in the position and refrain from trading in the securities till such information is made generally available.

Note 3: This approval has been granted for trading in securities within \_\_\_\_\_ trading days w.e.f. \_\_\_\_\_ failing which please seek pre-clearance again.

If not approved, reasons for refusal:

Yours' faithfully,  
**FOR GEECEE VENTURES LIMITED**

**Company Secretary & Compliance Officer**

Date: \_\_\_\_\_

Encl: Format for submission of details of transaction

## ANNEXURE-D

## FORMAT FOR DISCLOSURE OF TRANSACTIONS

*(To be submitted within 2 trading days of transaction / dealing in securities of the Company)*

To,  
The Compliance Officer,  
GeeCee Ventures Limited,  
209-210, Arcadia Building,  
195, Nariman Point,  
Mumbai – 400 021.

Dear Sir,

I/We hereby inform that I/We

- ✓ have not bought / sold/ subscribed any securities of the Company
- ✓ have bought/sold/subscribed to \_\_\_\_\_ securities as mentioned below on \_\_\_\_ (date)

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

OR

I have NOT DEALT in the equity shares of the Company as per my application dated \_\_\_\_\_ and as approved by you on \_\_\_\_\_.

In connection with the aforesaid transaction(s), I hereby undertake to produce to the Compliance officer / SEBI any of the following documents:

Broker's contract note, Proof of payment to/from brokers, Extract of bank passbook/statement, copy of Delivery instruction slip (applicable in case of sale transaction).

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

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

Signature:

Name:

Designation:

Date:

**ANNEXURE- E**  
**FORM B**

**SECURITIES AND EXCHANGE BOARD OF INDIA (Prohibition of Insider Trading) REGULATIONS, 2015**  
**[Regulation 7 (1) (b) read with Regulation 6(2) - Disclosure on becoming promoter, key managerial personnel, director]**

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 No., CIN/DIN & Address with contact nos.	Category of Person (Promoters / Key Managerial Personnel (KMP) / Directors / Immediate relative / 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	Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP/ Designated Person		Open Interest of the Option Contracts held at the time of becoming Promoters/appointment of Director/KMP /Designated Person	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupees	Number of units (contracts * lot size)	Notional value in Rupees
1	2	3	4	5	6	7	8	9	10

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

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

Name &amp; Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Designation: \_\_\_\_\_

Place: \_\_\_\_\_

ANNEXURE –F

FORM C

SECURITIES AND EXCHANGE BOARD OF INDIA (Prohibition of Insider Trading) REGULATIONS, 2015

{Regulation 7(2) read with Regulations 6(2) – Continual disclosure}

Name of the Company:

ISIN of the Company:

Details of transactions in securities of the Company in excess of certain limits by Promoter, Key Managerial Personnel, Director, Designated Person of a listed company and such other persons as mentioned in regulation 6(2).

Name, PAN No., CIN/DIN & Address of Promoter/ Key Managerial Personnel, Director / Designated Persons with contact nos.	Category of Person (Promoters, Key Managerial Personnel (KMP)/ Director /Immediate Relative/Others etc.)	Securities held prior to acquisition /disposal		Securities acquired/disposed		% of shareholding		Date of allotment of shares/sale of shares specify		Date of intimating to company	
		Type of security (for eg- Shares, Warrants, Convertible Debentures etc)	Nos.	Type of security (for eg- Shares, Warrants, Convertible Debentures etc)	Nos.	Pre-transaction	Post transaction	from	to		
1	2	3	4	5	6	7	8	9	10	11	
Mode of acquisition ( market purchase/ public /rights/preferential offer/off market)	Trading in derivatives(specify type of contract, futures or options etc)		Exchange on which the trade was executed								
	Buy	Sell									
	Value	No of Units (contracts * lot		Value	No of Units (cont						



CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

		size)		racts * lot size)									
12	13	14	15	16	17								

Note: "Securities" shall have the meaning as defined under Regulation 2(1) (z) of SEBI

(Prohibition of Insider Trading) Regulations, 2015.

Name & Signature:

Date:

Designation:

Place:

**ANNEXURE- G**  
**FORM D (Indicative format)**

**Securities and Exchange Board of India (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 No., CIN/DIN & address of connected persons, as identified by the company with contact nos.	Connection with company )	Securities held prior to acquisition/disposal		Securities acquired/Disposal		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To	
1	2	3	4	5	6	7	8	9	10	11
Mode of acquisition (market purchase/public rights/ preferential offer / off market/ Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed					
	Buy		Sell							
	Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)						
12	13	14	15	16	17					

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

Name:

Signature:

Date:

Place:

## ANNEXURE – H

### POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

*[Pursuant to Regulation 3 (2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018]*

#### 1. PREFACE

This Policy, as a part of "**Codes of Fair Disclosure and Conduct**" formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015, will be known as "**Policy for Determination of Legitimate Purposes**" hereinafter referred to as the "Policy". This Policy is prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

#### 2. OBJECTIVE

The objective of this policy is to identify '**Legitimate Purposes**' for performance of duties or discharge of legal obligations, which will be considered as exception for the purpose of procuring unpublished price sensitive information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any.

#### 3. DEFINITION

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

1. Promoters of the Company
2. Auditors (Statutory, Internal, Branch, Cost, Secretarial, GST and any other Auditor as applicable)
3. Staff Members of the Audit firm/team conducting the Audit
4. Collaborators
5. Lenders
6. Customers
7. Suppliers
8. Bankers
9. Legal Advisors
10. Insolvency Professionals
11. Consultants
12. Any other advisors/consultants/partners
13. Any other person with whom UPSI is shared

b) "**Insider**"- Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered as an "insider" for purpose of these regulations and due notice shall be given to such persons (Insiders) to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

#### 4. DIGITAL DATABASE

The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared under Regulation 3 along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.

## **5. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS**

The board of directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of parties as provided in Clause 3 of this policy and such parties shall keep information so received confidential, and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information. Due Notice shall also be given to such persons to maintain confidentiality of such unpublished price sensitive information.

## **6. AMENDMENT**

The Board of Directors of the Company, subject to applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy. 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. This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or reenactment thereto.

## **7. APPROVED AND ADOPTED**

This Policy is approved and adopted by the Board after receiving consent from majority of the Directors on November 11, 2025.

**ANNEXURE – I****Policies and Procedures for Inquiry in case of Leak of Unpublished Price Sensitive Information  
or Suspected Leak of Unpublished Price Sensitive Information**

- (1) The board of directors of the Company shall initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform SEBI promptly of such leaks, inquiries and results of such inquiries.
- (2) The Whistle Blower Policy is hosted on the Company website to enable employees to report instances of leak of unpublished price sensitive information.
- (3) If an inquiry has been initiated in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, the relevant intermediaries and fiduciaries shall co-operate with the Company in connection with such inquiry conducted.
- (4) The person if found guilty shall be subject to Disciplinary action.