

# La Opala RG Limited

## Code of Conduct to Regulate Insider Trading and for Fair Disclosure

### INTRODUCTION

The Securities and Exchange Board of India (“SEBI”) has, in pursuance of the powers conferred on it under the Securities and Exchange Board of India Act, 1992, notified a new Regulation for prohibition of Insider Trading, viz., SEBI (Prohibition of Insider Trading) Regulations, 2015 (“the Regulations”), effective from May 15, 2015.

The Company, being a listed company, is required to conform to the minimum standards prescribed by the Code for the purpose of regulating, monitoring and reporting Trading by insiders. Accordingly, the Board of Directors of the Company approved and adopted the Code.

### THE CODE OF CONDUCT POLICY AND OBLIGATIONS

The Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every Director and designated employee of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the company. No Director/Executive Director/General Manager and other designated employee may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

To achieve these objectives, La Opala RG Limited (hereinafter referred to as "the Company") hereby notifies that this code of conduct to be followed by all Directors/Executive Directors/General Managers and other designated employees of the company.

### APPLICABILITY

This Code shall apply to all Directors/Executive Directors/General Managers and other designated employees of the company

### DEFINITIONS

- a) ‘**Securities**’ shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof, except units of a mutual fund.
- b) “**Compliance Officer**” means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information,

monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be. The Company Secretary of the Company shall act as the Compliance Officer for the purpose of this code.

- c) **“Chief Investor Relations Officer”**: The Company shall designate a senior officer as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information. The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and co-ordinating disclosure of Unpublished Price Sensitive Information to stock exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedure. The Compliance Officer of the Company shall act as Chief Investor Relations Officer for the purpose of this code.
- d) **“Connected Persons”** means:
- (i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a Promoter, director, designated officer or an designated employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
  - (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall also be deemed to be connected persons unless the contrary is established,
    - (a) an immediate relative and dependent of connected persons specified in clause (i);  
or
    - (b) a holding company or associate company or subsidiary company; or
    - (c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
    - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
    - (e) an official of a stock exchange or of clearing house or corporation; or
    - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
    - (g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
    - (h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
    - (i) banker of the Company; or

- (j) a concern, firm, trust, Hindu Undivided Family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest
- e) **'Designated Officer/Employees'** shall cover the following:
- Managers and above or its equivalent in all departments;
  - All employees in Secretarial, Finance and Accounts Department;
  - Such other employees as may be specified and determined from time to time by the Committee Concerning Shares (committee which will monitor the implementation of the Code) and/or Compliance Officer.
- f) **'Dependant'** mean dependant parents, dependent children, dependant spouse and any other person(s) dependant on the Designated Employee.
- g) **"Immediate Relative"** means a spouse of a insider and includes parent, sibling, and child of such insider or of the spouse, any of whom is either dependent financially on such insider, or consults such insider in taking decisions relating to trading in securities.
- h) **"Insider"** means any person who is:
- i) a connected person; or
  - ii) in possession of or having access to unpublished price sensitive information;
- i) **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;
- j) **"Specified Persons"** means the Directors, connected persons, the insiders, the Designated Employees and the promoters and immediate relatives are collectively referred to as Specified Persons.
- k) **"Unpublished Price Sensitive Information(UPS I)"** 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 and such other transactions;
  - (v) changes in key managerial personnel; and
  - (vi) material events in accordance with the listing agreement.

- l) **"Generally Available Information"** means information that is accessible to the Public on a non-discriminatory basis.
- m) **"Need to Know"** basis means the information which is considered price sensitive which must be handled on a Need to Know basis and should be disclosed only to those employees who need such information to discharge their duties and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. Further, all on-public information directly received by any employee should immediately be reported to the head of the department.
- n) **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities include trading in derivatives of securities, and "trade" shall be construed accordingly;
- o) **"Trading Day"** means a day on which the recognized stock exchanges are open for trading.

#### **ROLE OF COMPLIANCE OFFICER**

The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.

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.

#### **PRESERVATION OF "PRICE SENSITIVE INFORMANTION"**

All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person including other insiders/Specified Persons except in furtherance of the insider's/Specified Person's legitimate purposes, performance of duties or discharge of his legal obligations.

The Insiders/Specified Persons who are in possession of UPSI are required to handle such information with care and to deal with the information with them when transacting their business strictly on a need-to-know basis.

Specified Person, Employees and connected persons designated on the basis of their functional role (**"designated persons"**) in the Company shall be governed by an internal code of conduct governing dealing in securities.

## **EXEMPTIONS TO COMMUNICATE THE UNPUBLISHED PRICE SENSITIVE INFORMATION**

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:-

- (i) entail an obligation to make an open offer under the takeover regulations where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company;
- (ii) not attract the obligation to make an open offer under the SEBI (SAST) Regulations, 2011 and subsequent amendments thereto 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.

For the above, the board of directors 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.

## **TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

The Insider/Specified Person when in possession of any unpublished price sensitive information pertaining to the Company shall not trade in securities of the Company, either on their own behalf or on behalf of any other person except trading to be done as per the circumstances as mentioned below.

- The transaction is an off-market inter-se transfer between Promoters who were in possession of the same UPSI without being in breach of restrictions imposed on communication and Trading by Insiders and both parties had made a conscious and informed trade decision.
- In 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 Regulations are not violated and no UPSI 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.
- The trades were pursuant to a Trading Plan set up in accordance with the Regulations/Code.
- In the case of Connected Persons the onus of establishing, that they were not in possession of UPSI, shall be on such Connected Persons and in other cases, the onus would be on SEBI.

## TRADING PLAN

The Insiders/Specified Persons on their behalf and on behalf of their immediate relative and dependents may formulate a trading plans and such trading plans shall be communicated to the compliance officer of the company in the form attached as **Annexure 1** and compliance officer shall approve such trading plans and consent of the approval of trading plan shall be provided to the applicant in the form attached as **Annexure 2**. The compliance officer shall also require an undertaking from applicant before approval of trading plan in the form as attached as **Annexure 3**. The compliance officer shall intimate the same to the stock exchanges at which shares of the company are listed. The compliance officer shall make available such trading plan in public domain in the format as enclosed as **Annexure 4**.

Such trading plan shall:—

- a) Trading plan shall not entail commencement of trading on behalf of the insider/Specified Person earlier than six months from the public disclosure of the plan;
- b) Trading plan shall not entail trading for the period between the **twentieth trading day** prior to the last day of any financial period for which quarterly results and annual result are required to be announced by the company and the second trading day after the disclosure of such financial results;
- c) Trading plan shall entail trading for a period of not less than twelve months.
- d) not entail overlap of any period for which another trading plan is already in existence;
- e) not entail trading in securities for market abuse.
- f) The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- g) The trading plan once approved shall be irrevocable and it shall be mandatorily have to be implemented and without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

Further the trading plan shall not be implemented by the insider, if at the time of providing of trading plan, they are in the possession of any unpublished price sensitive information and such trading plan shall be implemented after these unpublished prices sensitive information becomes generally available information.

After execution of trade the confirmation regarding the same shall be submitted to the Compliance officer in the form attached as per **Annexure 5**.

## TRADING WINDOW AND WINDOW CLOSURE

The trading period, i.e. the trading period of the stock exchanges, called ‘trading window’, is available for trading in the Company’s securities.

The trading window shall be, inter alia, closed **7(Seven) days** prior to and during the time the unpublished price sensitive information is published.

When the trading window is closed, the Specified Persons shall not trade in the Company’s securities in such period.

All Specified Persons/insiders 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 the trading window is closed, as referred to in above or during any other period as may be specified by the Company from time to time.

The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company 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.

The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than **48 (forty-eight) hours** after the information becomes generally available.

The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

## PRECLEARANCE OF TRADES

All Specified Persons/insiders, who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trades is above **10,000 shares**, should pre-clear the transaction. However, no Specified person/designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed and hence he shall not be allowed to trade.

The pre-dealing procedure shall be hereunder:

- (i) An application may be made in the prescribed Form **Annexure 6** to the Compliance officer indicating the estimated number of securities that the Specified Person intends to deal in, 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.
- (ii) An undertaking as per **Annexure 3** shall be executed in favour of the Company by such Specified Person incorporating, *inter alia*, the following clauses, as may be applicable:
  - (a) That the Specified Persons,employee/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 Specified Person has access to or receives “Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction 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.
- (iii) The Compliance officer after scrutinizing the same and after taking approval if any from other concerned person shall give his approval on the same as per **Annexure 7**.
  - (iv) All Specified Persons shall execute their order in respect of securities of the Company within **1(one) week** after the approval of pre-clearance is given. The Specified Person shall file within **2 (two) days** of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed as per **Annexure 8**.
  - (v) If the order is not executed within **7(seven) days** after the approval is given, the Specified Person/director must pre-clear the transaction again.
  - (vi) All Specified Persons 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 6(six) months following the prior transaction. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act. In case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of **30 (thirty) days**. The holding period would commence when the securities are actually allotted.
  - (vii) The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

## INITIAL DISCLOSURE

Every promoter, key managerial personnel, director, officers, designated employees and any other Specified Persons of the Company, within **30(thirty) days** of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of relatives as per **Annexure 9**.

Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of securities of the company as on date of appointment or becoming a promoter, to the company within 7 (seven) days of such appointment or becoming a promoter as per **Annexure 9**.

## CONTINUAL DISCLOSURE

### Disclosure by Specified Persons

Every promoter, key managerial personnel, director, officers, designated employees and any other Specified Persons of the Company, shall disclose to the company the number of such securities acquired or disposed of within **2(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 traded value in excess of **Rs. 10(ten) lakhs** as per **Annexure 10**.

### Disclosure by Company

Within 2 days of the receipt of intimation as above, the compliance officer shall disclose to all stock exchanges on which the Company is listed, the information received.

### Annual Disclosure

Annual disclosure of number of shares and other securities held as on 31<sup>st</sup> March each year, including details of purchase / sale of shares and other securities during the financial year. This disclosure shall be made within 30 days from the close of each financial year in the format as per **Annexure 11**.

The compliance officer shall maintain records of all the declarations in the appropriate form given by the above persons for a minimum period of **5 (five) years**.

## CODE OF FAIR DISCLOSURE

The company shall ensure prompt public disclosure of UPSI that would impact price discovery, as soon as it has credible and concrete information, in order to make such information 'generally available', i.e. to make the information accessible to the public on a non-discriminatory basis.

The company shall ensure a uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.

The Compliance Officer of the Company shall act as the Chief Investor Relations Officer (CIRO) for the purpose of dealing with dissemination of information and disclosure of Unpublished Price Sensitive Information as contained herein. The company shall ensure prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information 'generally available'.

The company shall ensure an appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

The company shall ensure that information shared with analysts and research personnel is not UPSI.

Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors

- Only public information to be provided.
- At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

The company shall ensure the handling of all UPSI on a need-to-know basis.

This Code is subject to review from time to time

### **PENALTIES FOR CONTRAVENTION**

Violation of this Code will invite severe disciplinary action. Such disciplinary action will also include wage freeze, suspension etc. and the above disciplinary action shall be irrespective of action that may be taken by SEBI under the Regulations

**APPLICATION FOR APPROVAL OF TRADING PLAN**

To,  
**The Compliance Officer**  
**La Opala RG Limited**  
**Chitrakoot,**  
**230A A.J.C. Bose Road,**  
**10<sup>th</sup> Floor, Kolkata-700020.**

**From:**  
Name  
Designation  
Department  
Whether belongs to Promoter Group (Yes/No)

**Through Division/Department Head**

Dear Sir,

With reference to the Code of conduct of Insider Trading of La Opala RG Limited and in compliance with applicable provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, I seek your approval to purchase/Sale of equity shares of the company under Trading Plan, which is submitted below.

Presently I am holding \_\_\_\_\_no. of shares of the company and wish to trade in the shares of the company as per following trading plan.

Date when trade shall be executed	Amount In value (INR in lacs)	Number of Shares

I am also enclosing herewith undertaking in the format as envisaged in the Code of Conduct.

You are requested to kindly approve the above said trading plan and provide your comments if any in view of trading plan submitted to your goodself.

Date\_\_\_\_\_ Signature\_\_\_\_\_

**CLEARANCE ORDER FOR TRADING PLAN**

To,  
Mr. \_\_\_\_\_  
Designation: \_\_\_\_\_  
Address:

**Pre Clearance of Trading Plan**  
**Dear Sir/Ma'am**

This is to inform you that your request for trading in the securities of the Company as mentioned in your Trading Plan submitted vide your letter dated in the format as prescribed \_\_\_\_\_ has been approved.

Please note that the aforesaid transaction must be done strictly in accordance with the trading plan submitted to us and on the same date as mentioned in your application.

You are further required to submit the details of the trade executed as and when happened within a period of 2 trading days from the date of execution of trade in the form prescribed as Annexure 5.

**For and on behalf of**  
**La Opala RG Limited**

**Compliance Officer**

Date \_\_\_\_\_

## ANNEXURE 3

### UNDERTAKING TO BE SUBMITTED ALONGWITH THE APPLICATION FOR PRE-CLEARENCE/ UNDERTAKING FOR THE PURPOSE OF APPROVAL OF TRADING PLAN TO BE EXECUTED

To  
Compliance Officer  
La Opala RG Limited  
Chittrakoot,  
230A AJC Bose Road,  
10<sup>th</sup> Floor, Kolkata-700020.

I, \_\_\_\_\_ (Name, designation and dept.) residing at \_\_\_\_\_, am desirous of approval of trading plan submitted to your good self-vide my letter dated \_\_\_\_\_ for the purpose of trade to be executed in future in the shares of the company and in this connection, As required by the Code of Conduct for Insider Trading of our company and in compliance with the provisions of applicable Regulation of SEBI (Prohibition of Insider Trading) Regulations, 2015, I hereby undertake and confirm that-

- (a) Presently I have no access to nor do I have any information that could be construed as "Unpublished Price Sensitive Information" and also I am not in the possession of any unpublished price sensitive information as defined in the code and SEBI (Prohibition of Insider Trading) Regulation, 2015 up to the time of signing this undertaking by virtue of holding position in the company or otherwise;
- (b) The trading plan submitted shall be executed after the expiry of a period of 6 months from the date of approval by the compliance officer of the company.
- (c) The trading plan submitted by me shall be irrevocable and it shall be mandatorily have to be implemented and without being entitled to either deviate from it or to execute any trade in the securities outside the scope of trading plan. In the event that I 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 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;
- (d) I have not contravened the provisions of the code of conduct for prohibition of insider trading as well as any of the applicable provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015.
- (e) I have made full and true disclosure in the matter.

Date:

Signature \_\_\_\_\_

## ANNEXURE 4

To  
All Concerned

**Subject: Disclosure of Trading Plan submitted and approved in compliance with Regulation 5 of SEBI (Prohibition of Insider Trading) Regulations, 2015**

Giving below herewith trading plan submitted and approved for information and record.

Name of the Person	Designation	Dates when trades will be executed	No. of Shares to be purchase	No. of Shares to be sold

Such trading plan shall come in to effect from \_\_\_\_\_

## ANNEXURE 5

To:  
The Compliance Officer  
La Opala RG Limited  
Chitrakoot,  
230A AJC Bose Road,  
10<sup>th</sup> Floor, Kolkata 700020

I Confirm that I have purchased/sale \_\_\_\_\_ no. of equity shares of the company from off market/through stock exchange mode on \_\_\_\_\_ (date).

I also confirm that the above transaction in the shares of the company have been done strictly in accordance with the trading plan submitted with your good self on \_\_\_\_\_.

This information is submitted in compliance with clearance order dated \_\_\_\_\_.

Date \_\_\_\_\_ Signature \_\_\_\_\_

## ANNEXURE 6

### Application for Pre-clearance of Trade under SEBI (Prohibition of Insider Trading) Regulations, 2015

The Compliance Officer  
La Opala RG Limited

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 seek approval to purchase / sale / subscription of \_\_\_\_\_ equity shares of the Company as per details given below:

1	Name of the applicant	:	
2	Address	:	
	Designation	:	
3	Trade to be done by/on behalf of	:	Spouse            Brother Mother            Sister Father            Son Daughter        Other
4	Number and value of securities in the Company held as on date (with Folio/DP ID/ Client ID No.	:	
5	Nature of Securities	:	Equity Shares
6	Mode in which the securities are held	:	
7	The proposal is for	:	(a) Acquisition in the Open market (b) Subscription to the securities (c) Sale of Securities (d) Off market
8	Proposed date of dealing in securities	:	
	Name of the other party (Purchase/Seller) in case Trade is an off- Market	:	
9	Nature of Proposed dealing	:	Purchase/ Sale of Securities
10	Estimated number of securities Proposed to be acquired/subscribed/sold	:	
11	Price at which the transaction is proposed	:	
12	Current Market Price ( as on the date of application)	:	
13	Name of the Stock Exchange on which trade was executed	:	
14	Proposed mode of dealing in securities	:	Physical/ Dematerialized
15	If securities are held/proposed to be dealt in dematerialized form	:	
16	Name of Depository DP ID Number Client ID	:	

### DETAILS OF PRESENT HOLDINGS

1	No. of Securities held by the applicant as on date	:	
2	No. of Securities held by applicant's Immediate Relatives such as	:	Spouse, Father, Mother, Brother, Sister, Son and Daughter Name :- No. of shares held:- Folio No./ Client ID DP ID:-
3	No. of securities held by the person(s) for whom I takes trading decisions	:	

Signature

## ANNEXURE 7

### FORMAT FOR PRE- CLEARANCE ORDER

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

Dear Sir/Madam,

#### **Sub:-Preclearance of Trading in the securities of the Company**

This is to inform you that your request for dealing in \_\_\_\_\_ (nos) shares of the Company as mentioned in your application dated \_\_\_\_\_ is approved. Please note that the said transaction must be completed on or before \_\_\_\_\_ (date) that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company.

Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,

**For La Opala RG Limited**

**Compliance Officer**

## ANNEXURE 8

### FORMAT FOR DISCLOSURE OF TRANSACTIONS

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

To:  
The Compliance Officer  
La Opala RG Limited  
Chittrakoot,  
230A AJC Bose Road,  
10<sup>th</sup> Floor, Kolkata 700020

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

(i) Have not Traded in the securities of the Company.

(ii) Have Traded in the securities of the Company as per the following details:

Name of the Applicant(who applied for pre clearance)	Traded By/on behalf of	No. of Securities traded	DP ID/Client ID/Folio No. of the person in whose name trading is done	Price
	Applicant Spouse Mother Father Brother Sister Son Daughter Others	Purchased  Sold  Subscribed  Others		

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

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

I/We declare that I/We have complied with the requirement of the Minimum holding period of Six months with respect to the securities purchased/sold

## ANNEXURE 9

**FORMAT FOR INITIAL DISCLOSURE OF SECURITIES**  
**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7(1)(a) and 7(1)(b) read with Regulation 6(2)]**

**Details of Securities held by Promoter, Key Managerial Personnel, Director, Designated Employee and any other Specified Person**

The Compliance Officer,  
La Opala RG Limited  
Kolkata

**I. Details of Promoter, Key Managerial Personnel, Director, Designated Employee and any other Specified Person**

Name	
PAN	
CIN	
Address	
Contact Number	
Category(Promoter/KMP/Director/Designated Employee/Other Specified Person	

**II. Details of securities held by me:**

Type of Securities	No. of Securities held	Folio No/DP ID	Client ID

**III. Details of relatives/dependents:**

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct to Regulate Insider Trading and for Fair Disclosure I hereby declare that I have the following relatives/dependents:-

Sr. No.	Name of the Relative	Relation with the Director/officer/Designated Employee/ Specified Persons

**IV. Details of Securities held by Relative(s):**

Name of Relative	Type of Securities	No. of Securities held	Folio No.	Beneficiary A/C Client ID

Date: -

Signature:-\_\_\_\_\_

## ANNEXURE 10

### Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7(2) read with Regulation 6(2)]

To,  
The Compliance Officer  
La Opala RG Limited

Details of Change in holding of Securities of Promoter, Director, KMP, Designated Employee and any other Specified Person

Name , PAN & address of shareholder	Director, Promoters, KMP, Employee & other Specified Person	Type of Security	Securities held prior to acquisition/disposal	Securities Allotted/ Acquired/ Disposed	Securities held after Acquisition/Disposal	Date of Allotment/ Acquisition/ Disposal	Mode of Acquisition(Market Purchase/IPO/ Right/Off market/Prefere ntial	Exchange on which trade was executed

Details of Change in securities held by relatives as per regulation 6(2)

Name , PAN & address of shareholder	Director, Promoters, KMP, Employee & other Specified Person	Type of Security	Securities held prior to acquisition/disposal	Securities Allotted/ Acquired/ Disposed	Securities held after Acquisition/Disposal	Date of Allotment/ Acquisition/ Disposal	Mode of Acquisition(Market Purchase/IPO/ Right/Off market/Prefere ntial	Exchange on which trade was executed

Date:-

Signature

## ANNEXURE 11

To

The Compliance Officer

La Opala RG Limited

### ANNUAL DISCLOSURE

#### 1. STATEMENT OF SHAREHOLDINGS OF DIRECTORS / PROMOTER / DESIGNATED EMPLOYEES/ ANY OTHER SPECIFIED EMPLOYEES

Name	Designation	Department	No. of Shares held on _____	No. of Shares bought during the	No. of Shares sold during the year	No. of Shares held on _____	Folio No./DP ID Client ID

#### II DETAILS OF SHARES HELD BY RELATIVES

Name	Relation- ship	No. of Shares held on _____	No. of Shares bought during the year	No. of Shares sold during the year	No. of Shares held on _____ (Last	Folio No./DP ID Client ID

I/We further declare that the above disclosure is true and correct and is in accordance with the previous disclosures given to the Company.

Date

Signature