



NATIONAL ALUMINIUM COMPANY LIMITED

**Code of Practices and Procedures for fair disclosure of
unpublished price sensitive information**

&

**Code of Conduct to regulate, monitor and report
trading by Insiders.**

**Approved on 30.05.2015
1st Amendment – 30.05.2019
2nd Amendment – 08.12.2025**

Regd. Office: NALCO Bhawan, P/1, Nayapalli, Bhubaneswar -751013

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NATIONAL ALUMINIUM COMPANY LIMITED

NALCO Bhawan, P/1, Nayapalli, Bhubaneswar -751013

- i. **Code of Practices and Procedures for fair disclosure of unpublished price sensitive information;**

and

Code of Conduct to regulate, monitor and report trading by Insiders.

CHAPTER – I PRELIMINARY

1. These Codes shall be called "**Code of Practices and Procedures for fair disclosure of unpublished price sensitive information and Code of Conduct to regulate, monitor and report trading by Insiders.**"
2. **Definitions:**
 - 2.1 "**Act**" means the Securities and Exchange Board of India Act, 1992 (15 of 1992);
 - 2.2 "**Board**" means the Securities and Exchange Board of India;
 - 2.3 "**Chief Investor Relations Officer**" shall mean a Senior Officer designated by the Board to deal with dissemination of information and disclosure of unpublished price sensitive information.
 - 2.5 "**Compliance Officer**" means;- Company Secretary of NALCO unless any senior officer, designated so and reporting to the board of directors, 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board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 NALCO;
 - 2.6 "**Connected Person**" means,-
 - (i) Designated persons.
 - (ii) any person who is or has during the six months prior to the concerned act, been associated with NALCO, 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 director, officer or an employee of NALCO or holds any position including a professional or business relationship between himself and NALCO 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.
 - (iii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -
 - (a) a ¹[relative] of connected persons specified in clause (i); or
 - (b) a holding company or associate company or subsidiary company; or

¹ Term "immediate" replaced with term "relative" by SEBI (PIT) (Third Amendment) Regulations, 2024 effective from 06.12.2024.

- (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 recognized or authorized by the Board; or
- (i) a banker of NALCO; or
- (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of NALCO or his immediate relative or banker of NALCO, has more than ten per cent of the holding or interest; or
- ²(k) [a firm or its partner or its employee in which a connected person specified in sub-clause (ii) above, is also a partner; or
- (l) a person sharing household or residence with a connected person specified in sub-clause (ii) above].

2.7 “Designated Persons” shall include –

- (a) Promoters
- (b) All members of the Board of Directors, all executives of NALCO of the level of Executive Directors.
- (c) All Key Executives and other employees, not covered in (a) above, as identified by the CMD of the Company from time to time.
- (d) All executives of the Offices of CMD & all the Functional Directors of NALCO.
- (e) All executives of Corporate Accounts and Company Secretariat.
- (f) Immediate relative of (a) to (d) above.
- (g) Insiders having possession of unpublished price sensitive information.

2.8 “Generally available information” means information that is accessible to the public on a non-discriminatory basis.

2.9 (a) “Immediate relative” means a spouse of designated 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 in term of regulation of 2 (f) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

³(b) “Relative”, “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)

2.10 “Insider” means any person who is:

- (i) A connected person; or

² Para (k) and (l) inserted by SEBI (PIT) (Third Amendment) Regulations, 2024 effective from 06.12.2024.

³ Definition of term ‘relative’ inserted by SEBI (PIT) (Third Amendment) Regulations, 2024 effective from 06.12.2024.

(ii) In possession of or having access to unpublished price sensitive information

2.11 “Promoter” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

2.12 “Regulations” shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

2.13 “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;

2.14 “Takeover regulations” means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

2.15 “Trading” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in securities of NALCO, and “trade” shall be construed accordingly ;

2.16 “Trading day” means a day on which the recognized stock exchange are open for trading;

2.17 “Unpublished Price sensitive information” means any information, relating to NALCO 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, ⁴[award or termination of order/contracts not in the normal course of business] and such other transactions;
- (v) Changes in Key Managerial Personnel, ⁵[other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor];
- (vi) ⁶[Change in rating(s), other than ESG rating(s);
- (vii) Fund raising proposed to be undertaken;
- (viii) Agreements, by whatever name called, which may impact the management or control of the company;
- (ix) Fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- (x) Resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- (xi) Admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;

⁴ Amendment in para (iv) made by the SEBI (PIT) (Amendment) Regulations, 2025 (w.e.f. June 10, 2025).

⁵ Amendment in para (v) made by the SEBI (PIT) (Amendment) Regulations, 2025 (w.e.f. June 10, 2025).

⁶ Para (vi) to (xii) inserted by the SEBI (PIT) (Amendment) Regulations, 2025 (w.e.f. June 10, 2025).

- (xii) Initiation of forensic audit, by whatever name called, by the company or any other entity for detecting misstatement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;]

2.18 Words and expressions used and not defined in this code but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, Securities Contracts (Regulation) Act, 1956 (42 of 1956), Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

CHAPTER – II

APPLICABILITY

3.0 This code, “Code of Practices and Procedures for fair disclosure of unpublished price sensitive information and Code of Conduct to regulate, monitor and report trading by Insiders” shall apply to all “insiders” defined at 2.10.

CHAPTER – III

RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

4.0 Communication or procurement of unpublished price sensitive information

- i. No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to securities of NALCO or securities proposed to be listed by NALCO, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- ii. No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to securities of NALCO or securities proposed to be listed by NALCO, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

The sharing of unpublished price sensitive information (UPSI) by an Insider shall be deemed to be for "Legitimate Purpose" if it satisfies the following criteria:

- a) The UPSI shall be shared only on 'need to know' basis.
 - b) Such sharing of UPSI shall be in the ordinary course of business such as performance of duties, discharge of legal obligations, etc. with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI (Prohibition of Insider Trading) Regulations.
 - c) The Insider shall share the UPSI with the external agencies only in the interest of the Company and/or in compliance with the requirements of the law.
 - d) Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an "Insider" and due notice shall be given to such person to maintain confidentiality of UPSI.
 - e) The Insider sharing UPSI shall ensure that such third party is also bound by non-disclosure or confidentiality agreements and the duties and responsibilities of such person with respect to such UPSI and the liabilities involved if such person misuses or uses such UPSI in breach of the Regulations.
- iii. Notwithstanding anything contained in these codes, unpublished price sensitive

information may be communicated, provided, allowed access to or procured, in terms of the provisions of Regulation 3(3) and 3(4) of the “**Regulations**”.

- iv. The Compliance Officer shall maintain a structured digital database containing the names of persons or entities, as the case may be, with whom information is shared under this Code along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available, adequate internal controls and checks such as time stamping and audit trails to be maintained..

All Designated Person need to ensure that details (in specified format) of the entities with whom UPSI is shared, is submitted to the Compliance Officer within 2 days to enable maintenance of the structured database.

5.0 Trading when in possession of unpublished price sensitive information

Trading by insiders including promoters, non-individual insiders when in possession of unpublished price sensitive information shall be governed by Regulation 4 of the “**Regulations**”.

6.0 Trading window

- 6.1 Directors, Officers and designated persons of NALCO shall not deal in any transaction involving the purchase or sale of securities of NALCO either in their own name or in the name of their immediate relatives during the periods mentioned below, when “Trading Window” shall remain closed:

Sl. No.	Events / Particulars	Restrictive Period	
		From	To
1	2	3	4
A	Declaration of financial results of First quarter.	1 st July	Till 48 hours from the announcement of the financial results.
B	Declaration of Half - yearly financial Results	1 st October	-do-
C	Declaration of financial	1 st January	-do-
D	Declaration of Annual audited financial results	1 st April	-do-
E	Declaration of Interim / Final Dividend	From the date Stock Exchange was informed about the date of Board meeting where the proposal for interim/final dividend will be considered till 48 hours from the announcement of decision of the Board to the Stock Exchanges.	
F	Any other major events as mentioned at Sl. nos. (iii) to (xii) of Para no. 2.17.	From the date of circulation of agenda for the meeting of the Board of Directors till 48 hours from the announcement of decision of the Board to the Stock Exchanges.	

Explanation:

1. The trading window shall be opened 48 hours after the “Unpublished price sensitive information”, for which the trading window is closed, becomes generally available.
2. 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.
3. The notice of closure and opening of trading window shall be intimated to the Stock Exchanges and uploaded on the intranet and website of NALCO, if required.

- 6.2 The remaining days of a year other than the days mentioned under 6.1 above shall be called “Valid Trading Window”. All Directors, Officers and designated persons of NALCO (including those persons covered under explanation 2 to 6.1) shall conduct their dealings

in the securities of the Company only in “Valid Trading Window” as mentioned above and shall not enter into ‘ contra trade’ i.e. opposite or reverse transactions during six months following the prior transaction.

6.3 If a 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 credit to the Investor Protection and Education Fund administered by the SEBI. However, this restriction is not applicable for trades carried out in accordance with an approved trading plan.

6.4 The restrictions mentioned in clause 6.1 above shall not be applicable in respect of exercise of an option under Employees Stock Option Scheme (ESOS) or ESOPs. However, shares allotted on exercise of ESOS/ESOPs, shall not be sold during the period mentioned under clause 6.1, when “Trading Window” shall remain closed.

6.5 The Compliance Officer shall maintain a register of the periods of “Closed Trading Window”, wherein he shall record the date of closure and opening of the trading window and the purpose for which trading window is closed. A proforma of the register of periods of closure of Trading Window is given in **APPENDIX-I**.

7.0 Trading Plans.

7.1 An insider shall be entitled to formulate a trading plan 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 as per prescribed format at **APPENDIX-II**.

7.2 Such trading plan shall:—

- i. not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- ii. not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by NALCO and the second trading day after the disclosure of such financial results;
- iii. entail trading for a period of not less than twelve months;
- iv. not entail overlap of any period for which another trading plan is already in existence;
- v. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- vi. not entail trading in securities for market abuse.

7.3 The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these codes and “**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.

7.4 The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid a violation of these codes or “**Regulations**”.

7.5 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities of NALCO are listed.

8.0 Pre-clearance of Trades

- 8.1** All Directors, Officers, designated persons (including those persons covered under explanation 2 to 6.1), who intend to deal in the securities of NALCO either in their own name or in the name of their immediate relatives (above the minimum threshold limit mentioned under clause 8.4) shall obtain pre-clearance of the transaction as per the pre-dealing procedure as described hereunder. Application for pre-clearance shall be made only during valid trading period. Application submitted during closure of trading window shall be invalid.

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

- 8.2** Directors, Officers, designated persons (including those persons covered under explanation 2 to 6.1) and their immediate relatives shall make pre-clearance application to the Compliance Officer in the format given in APPENDIX-III. The application shall indicate the estimated number of securities that the Director/ Officer/designated person (including those persons covered under explanation 2 to 6.1) and their immediate relatives intends to deal in, the details as to the depository with which he has a security account, the details as to securities in such depository mode and such other details, as may be required by the Compliance Officer from time to time in this behalf.
- 8.3** An undertaking shall be executed in favour of NALCO by such Director /Officer / designated persons (including those persons covered under explanation 2 to 6.1) and their immediate relatives. A combined proforma application cum undertaking is annexed to these codes as **APPENDIX-III**.
- 8.4** The pre-clearance shall not be necessary if the number of shares to be traded is less than 5,000 shares in a single transaction or less than 15,000 shares in a week.
- 8.5** Immediately on receipt of the pre-clearance application, the date and time of the receipt of the same shall be recorded thereon. The Compliance Officer shall process the pre-clearance applications and if the pre-clearance application is in accordance and in compliance with the provisions of these codes, the Compliance Officer shall endeavor to communicate the pre-clearance immediately but not later than 48 hours from the time of receiving the application. In the absence of the Compliance Officer, the officer authorized by the Compliance Officer shall give the pre-clearance.
- 8.6** All Directors, Officers, designated persons and their immediate relatives (including those persons covered under explanation 2 to 6.1) shall execute their order in respect of securities of NALCO within seven trading days after the approval of pre-clearance is given. If the order is not executed within seven trading days after the approval, the Directors, Officers designated persons and their immediate relatives (including those persons covered under explanation 2 to 6.1) shall obtain fresh pre-clearance.
- 8.7** All directors/Officers/designated persons (including those persons covered under explanation 2 to 6.1) who buy or sell any number of shares of the company shall not enter into a contra transaction, i.e. sell or buy any number of shares during the next six months following the prior transaction. All directors/officers/designated persons (including those persons covered under explanation 2 to 6.1) shall also not take positions in derivative transactions in the shares of the company at any time. In the case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.
- 8.8** In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing the reasons in this regard provided that such relaxation does not violate the **"Regulations"**.

- 8.9** No Director, Officer, designated persons and their immediate relatives (including those persons covered under explanation 2 to 6.1) shall 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.

CHAPTER – IV

DISCLOSURES OF TRADING BY INSIDERS

9.0 General provisions.

9.1. (a) Every public disclosure under this Chapter shall be made within two trading days.

(b) The disclosures to be made by any person under this Chapter shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

(c) 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 Chapter;

Provided that trading in derivatives of securities is permitted by any law for the time being in force.

9.2 The disclosures made under this Chapter shall be maintained by NALCO for a minimum period of five years, in such form as may be specified.

10.0 Disclosures by certain persons.

10.1 Initial Disclosures.

- a. Every promoter, member of promoter group, key managerial personnel and director of NALCO shall disclose their holding of securities in NALCO in the prescribed '**Form-A**' within **thirty days** of these regulations taking effect, unless the disclosure in this regard has already been made to the Company;
- b. Every person on appointment as a key managerial personnel or a director of NALCO or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of NALCO in prescribed '**Form-B**' as on the date of appointment or becoming a promoter, to the company within **seven days** of such appointment or becoming a promoter.

10.2 Continual Disclosures.

- a. Every promoter, member of promoter group, designated person and director of NALCO shall disclose in prescribed '**Form-C**' to the company the number of such securities acquired or disposed of within **two** trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs.10 (Rupees ten) lakh.
- b. Compliance Officer of NALCO 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.

Explanation:- the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause (a) above.

10.3 Disclosures by other connected persons.

NALCO 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 prescribed 'Form-D' at such frequency as may be determined by the company in order to monitor compliance with these regulations.

10.4 Annual Disclosure

- a. Designated Persons shall disclose the following details of immediate relatives and persons with whom he/she shares a material financial relationship, in the format given in **APPENDIX- IV**:

- I. Names;
- II. Permanent Account Number; and
- III. Phone and/or Mobile numbers.

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

Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift 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.

- b. The information shall be disclosed annually before 30th April each financial year and within 30 days of any change thereof.

CHAPTER – V

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

11.0 NALCO shall:

- a) make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- b) ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- c) Compliance Officer / Chief Investor Relations Officer / any other officer designated in this regard shall deal with dissemination of information and disclosure of unpublished price sensitive information.
- d) ensure prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- e) endeavor appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- f) ensure that the information shared with analysts and research personnel is not unpublished price sensitive information.
- g) make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- h) ensure that all unpublished price sensitive information are handled on a need-to- know basis.

- 11.1** Chief Investor Relation Officer shall ensure that the code of practices and procedures for disclosures of Unpublished Price Sensitive information are adopted and adhered to before issuance of any Press Release or during interactions with media, analysts and other investor relations conferences etc.

CHAPTER – VI

MISCELLANEOUS

12.0 Whistle blower policy

Any employee of the Company may report any instances of leak of UPSI in conformity with the Whistle Blower Policy of the Company. The Whistle Blower Policy is hosted on the website of the company.

12.1 Duties of compliance officer

The Compliance Officer shall be responsible for:

- (i) Compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the codes specified in these regulations.
- (ii) Putting up a report to the Audit Committee on the following matters, at the end of the financial year:
 - Window Closure Period;
 - Trading Plan;
 - Pre-clearances application;
 - Disclosure to Stock Exchange;
- (iii) Maintenance of records of disclosures made under this Code for a period of 5 years.

12.2 Maintenance of Records & Registers

The Compliance Officer shall maintain:

- a. Register of Pre-clearance of trading of securities and record therein the name and designation of the Director, Officer, Designated Persons submitting the application, date of the application, date & time of receipt of the application, nature of the transaction, number of securities, consideration value, name of the immediate relative if the transaction is in the name of the immediate relative and date & details of the actual transaction. A proforma of the Register of Pre-clearance of Trading is given at **APPENDIX-V**.
- b. Register of Waiver of restriction on holding investment in the securities of NALCO and shall record thereon the name of the Director/Officer/designated persons details of securities for which waiver is granted, date of waiver and the ground of the waiver. A proforma of the Register of Waiver is given at **APPENDIX-VI**.
- c. Register of Designated Person as per proforma given at **APPENDIX-VII**.
- d. Three separate Registers for recording the Initial disclosure, continual disclosure and Annual disclosure received under Clause 10 above. Proforma of the Registers to be maintained are given in **APPENDIX-VIII**.

12.3 Penalty for contravention of code of conduct

- i) Any Designated person who trades in securities of the Company or communicates any

unpublished price sensitive information in contravention of Insider Trading Code may be penalized and appropriate action may be taken by the Competent Authority as defined under the Conduct, Discipline and Appeal Rules, 1984 of the Company.

- ii) In case trading in securities or communication of UPSI is done in contravention of this Code by any Designated Person, other than a Designated Employee, then the Compliance Officer may report such case to the SEBI for taking appropriate action. The reporting to SEBI would be in addition to the action envisaged as per the terms of the contract / agreement for the Breach of Contract.
- iii) In case an Insider or their immediate relative executes a contra trade, inadvertently or otherwise, in violation of the restriction mentioned in the Insider Trading Code, the profits from such trade shall be liable to be disgorged and transferred to the Investors Protection and Education Fund of SEBI.

12.4 Power of SEBI

The action taken by the Company shall not preclude SEBI and other authorities from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

13.0 Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015

Any violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, may be reported by the Compliance Officer to SEBI and report thereof shall be put up to the Audit Committee.

14.0 Amendment to the Code

Any amendment in the Code, consequent upon amendment to the SEBI (Prohibition of Insider Trading) Regulations, 2015, shall be done with the approval of Chairman-cum-Managing Director of the Company. However, Compliance Officer is authorized to make changes, if any, in the format of disclosure forms as may be notified by SEBI from time to time.

FORM A
(In terms of Clause 10.1 of the Codes)
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Name of the company: **National Aluminium Company Limited**

ISIN of the company: **INE139A01034**

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

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/others etc.)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6		7	

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

Signature:

Designation:

Date:

Place:

FORM B
(In terms of Clause 10.1 (b) of the Codes)
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Name of the company: **National Aluminium Company Limited**

ISIN of the company: **INE139A01034**

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/ KMP / Directors/immediate relatives/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		Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP	
			Type of security (For eg. – Shares, Warrants, Convertible	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	5	6		7	

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

Signature:

Designation:

Date:

Place:

FORM C
SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2)]
Details of change in holding of securities of Promoter

Name of the company: **National Aluminium Company Limited**

ISIN of the company: **INE139A01034**

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/ KMP / Directors / Immediate relative to / others etc.)	Securities held prior to acquisition / disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal
		Type of security	No. and % of shareholding	Type of security	No.	Value (Rs.)	Transact ion Type	Type of security	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	1
Name: The President of India acting through and represented by the Ministry of Mines, Government of India ("Promoter") PAN: NA Address: Shastri Bhawan, Dr. Rajendra Prasad Road, New Delhi – 110 001													

Name & Signature:

Designation:

Date:

Place:

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

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

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

Name & Signature:

Designation:

Date: Place:

Form D
(In terms of Clause 10.3 of the Codes)

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

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/Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares		Date of intimation to company	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
		Type of security (For e.g. – Shares, Warrants, Convertible)	No.	Type of security (For e.g. – Shares, Warrants, Convertible)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	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:

APPENDIX-I

(In terms of Clause 6.5 of the Codes)

REGISTER OF PERIODS OF CLOSURE OF TRADING WINDOW

Sl. No	Purpose	Date of notifying Closure of Trading Window	Start Date of Closure of Trading Window	Date of notifying opening of Trading Window	Date of Opening of Trading Window	Remarks

APPLICATION FOR APPROVAL OF TRADING PLAN BY INSIDER(S)

To
 The Compliance Officer,
 National Aluminium Co. Ltd.,
 NALCO Bhawan, P/1, Nayapalli,
 Bhubaneswar – 751013.

Dear Sir,

I, Shri/ Smt., an Insider of the Company intend to deal in securities of NALCO during the financial year as per details given below:

Name	
Emp. Code, if any	
Designation	
Department	
PAN	
Email id	

Details of proposed Trading Plan in securities of NALCO:

Name	Relation- ship	Opening balance as on 01.04.	Trading Plan details			Closing balance as on 31.03.....	DP Id. / Client Id. or Folio No.
			Date	Transaction (Buy / Sell)	Quantity		

UNDERTAKING

I understand that public disclosure of the above mentioned Trading Plan would be made by NALCO by notification to the Stock Exchanges. I further declare as under:

1. The Trading Plan submitted is irrevocable and I shall mandatorily implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the Trading Plan.
2. I shall not entail commencement of trading earlier than six months from the public disclosure of the plan;
3. I shall not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by NALCO and the second trading day after the disclosure of such financial results;
4. The trading plan shall entail trading for a period of not less than twelve months;
5. I shall not entail overlap of any period for which another Trading Plan is already in existence;
6. I shall not entail trading in securities for market abuse.
7. The Trading Plan shall not be commenced, if any unpublished price sensitive information was in my possession at the time of formulation of the plan and the same has not become generally available at the time of the commencement of implementation.

Date :

Signature :

Place :

APPENDIX – III

(In terms of clause 8.2 of the Codes)

APPLICATION FOR PRE-CLEARANCE OF TRADING IN SECURITIES

To

The Compliance Officer,
National Aluminium Co. Ltd.,
NALCO Bhawan, P/1, Nayapalli,
Bhubaneswar – 751013.

Dear Sir,

I, Shri/Smt.....a Director/Officer/Designated Person/ of
NALCO intend to carry out transaction(s) in the shares of the Company as per the details
given below:-

Name & Designation of the Director/ Officer/Designated Persons:

Department of Designated Persons:

Date of Joining / becoming Director/officer/ Designated Person :

Sl. No.	No. of shares held (including by immediate relative) as on the date of application	Folio No. / DPID & Client ID	Nature of new transaction for which approval is sought	Estimated number of securities to be dealt	Estimated consideration value	Whether proposed transaction is in the name of self or in the name of immediate relative	Name of the immediate relative/ relationship, if the transaction is in the name(s) of the immediate relative(s)
1	2	3	4	5	6	7	8

Note: The Designated officer shall also include particulars with regard to trading which he/she proposed to take up in derivatives in the aforesaid application.

UNDERTAKING

In this connection I solemnly confirm and declare:

- a) **THAT** I do not have access and/or have not received any "Price Sensitive Information" up to the time of signing the undertaking;
- b) **THAT** in case I have access to or receive "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of any change in my position and that I shall completely refrain from dealing in the securities of the Company till the time such information becomes public;
- c) **THAT** I have not contravened the codes, "Code of Practices and Procedures for fair disclosure of unpublished price sensitive information and Code of Conduct to regulate, monitor and report trading by Insiders", as notified by the Company from time to time.
- d) ***THAT I hereby confirm that I abide by the provisions of Cl.8.7 of the Code with regard to time norms for holding /buying/selling securities***

I hereby solemnly declare that I have made a full and true disclosure in this regard to the best of my knowledge and belief.

Pre-clearance may kindly be accorded in terms of Clause-8 of the codes, "Code of Practices and Procedures for fair disclosure of unpublished price sensitive information and Code of Conduct to regulate, monitor and report trading by Insiders".

Signature:

Date:

Name:

Place:

Designation:

OFFICE USE

Serial number of the application received:

Date & time of receipt of the Application:

Date & time of communication of the pre-clearance or otherwise:

Reasons for not giving pre-clearance:

Signature of the Compliance Officer/
Authorised Officer

APPENDIX –IV

(In terms of Clause 10.4 of the Codes)

PROFORMA FOR **ANNUAL DISCLOSURE OF** SHAREHOLDING OF DIRECTORS/ OFFICERS/ DESIGNATED PERSON (Clause 10.4 OF THE CODE)

To

The Compliance Officer,
National Aluminium Co. Ltd.,
NALCO Bhawan, P/1, Nayapalli,
Bhubaneswar – 751013.

I hereby disclose the following details required under Schedule B of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015:

1. List of immediate relatives as follows:

Name	PAN/ Adhaar/ Voter Id/ any other identifier authorized by Law	Phone and Mobile No. which are used by them
Spouse		
Mother*		
Father*		
Brother(s)*		
Sister(s)*		
Son(s) (including step son(s))*		
Daughter(s) (including step Daughter(s))*		

**If either dependent financially or consult in taking decisions relating to trading in securities.*

2. List of persons with whom I have material financial relationship as follows:

Name	PAN/ Adhaar/ Voter Id/ any other identifier authorized by Law	Phone and Mobile No. which are used by them

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

Signature	
Name	
Designation	
PB No.	
PAN	
Phone & Mobile No.	
Qualification	
Name of the educational institutions from where graduated/ post graduated	
Name of Past Employers, if any	
Date	

Note– 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 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.

APPENDIX-V

(In terms of Clause 12.3 of the Codes)

REGISTER OF PRE-CLEARANCE FOR TRADING IN SECURITIES

SI. NO	NAME	DESIGNATION	DEPARTMENT	DATE & TIME OF RECEIPT OF PRECLEARANCE APPLICATION	NATURE OF TRANSACTION (PURCHASE OR SALE)	ESTIMATED NUMBER OF SECURITIES INDICATED IN THE APPLICATION
1	2	3	4	5	6	7

ESTIMATED CONSIDERATION VALUE INDICATED IN THE APPLICATION	NAME OF THE IMMEDIATE RELATIVE IF THE TRANSACTION IS IN THE NAME OF THE IMMEDIATE RELATIVE/ RELATIONSHIP	DATE OF COMMUNICATION OF THE CLEARANCE BY THE COMPLIANCE OFFICER	REASONS FOR NON CLEARANCE, IF NOT CLEARED	DATE OF PLACEMENT BEFORE S/I-G COMMITTEE	NUMBER OF SECURITIES ACTUALLY TRADED, IF INTIMATED	REMARKS
8	9	10	11	12	13	14

Note: The above table shall be applicable with suitable modifications to clearances given for trading in derivatives also.

APPENDIX-VI

(In terms of Clause 12.3 of the Codes)

REGISTER OF WAIVER OF RESTRICTION FOR DISPOSAL OF SECURITIES

SI.	NAME	DESIGNATION	DEPARTMENT	NAME OF THE IMMEDIATE RELATIVE, IF THE SHARES HELD IN THE NAME OF IMMEDIATE RELATIVE	NUMBER OF SHARES	CONSIDERATION VALUE	REASONS FOR WAIVER	DATE OF WAIVER	REMARKS
1	2	3	4	5	6	7	8	9	10

Note: The above table shall be applicable with suitable modifications to disclosure for position taken in derivatives also.

APPENDIX-VII

(In terms of Clause 12.3(c) of the Codes)

REGISTER OF DESIGNATED PERSONS

SI.NO.	NAME	DESIGNATION	DEPARTMENT	CPF NO.	DATE OF JOINING NALCO	DATE OF BECOMING DESIGNATED PERSON	DATE OF CESSATION AS DESIGNATED PERSON	REMARKS

APPENDIX-VIII

(In terms of Clause 12.3(d) of the Codes)

REGISTER OF DISCLOSURE OF SHAREHOLDING BY DIRECTORS, OFFICERS & DESIGNATED PERSONS.

Name & Designation of the Director/Officer/Designated

Person:

Department of Designated Employee:

Date of Joining/ becoming Director/ officer/ Designated Person:

Sl. No	INITIAL DISCLOSURE				
	DATE OF RECEIPT OF INFORMATION	NUMBER OF SECURITIES (NALCO)	DATE OF ACQUISITION	CONSIDERATION VALUE (Rs.)	NAME OF THE IMMEDIATE RELATIVE/ RELATIONSHIP IF SECURITIES HELD IN THE NAME OF IMMEDIATE RELATIVE
1	2	3	4	5	6

CHANGE IN HOLDING					
DATE OF RECEIPT OF INFORMATION	NUMBER OF SECURITIES	DATE OF TRANSACTION	NATURE OF TRANSACTION (PURCHASE/SALE)	CONSIDERATION VALUE (Rs)	NAME OF THE IMMEDIATE RELATIVE/ RELATIONSHIP IF SECURITIES HELD IN THE NAME OF IMMEDIATE RELATIVE
7	8	9	10	11	12

YEAR END DISCLOSURE

DATE OF RECEIPT OF INFORMATION	NUMBER OF SECURITIES	AGGREGATE VALUE (Rs)	NAME OF THE IMMEDIATE RELATIVE /RELATIONSHIP IF SECURITIES HELD IN THE NAME OF IMMEDIATE RELATIVE	REMARKS
13	14	15	16	17
