

GVK POWER & INFRASTRUCTURE LIMITED Policies and Procedures for Preventing Insider Trading

STATEMENT OF POLICIES AND PROCEDURES FOR GOVERNING MATERIAL, NON-PUBLIC INFORMATION AND THE PREVENTION OF INSIDER TRADING

This Statement consists of four sections:

Section I Provides an overview

Section II Sets forth the Company's policies prohibiting insider trading

Section III Explains insider trading and other terms; and

Section IV Consist of various procedures which have been put in place

by the Company to prevent insider trading

SECTION - I

OVERVIEW

Preventing insider trading is necessary to comply with the Regulations of Securities and Exchange Board of India (SEBI) as well as to preserve the reputation and integrity of GVK Power & Infrastructure Limited (hereinafter referred to as "the Company") and that of all persons affiliated with it. "Insider trading" occurs when any person purchases or sells a security while in possession of non public material information relating to the security. Insider trading is a crime under Indian laws and the penalties for violating the laws include imprisonment, disgorgement of profits, civil and criminal fines. Insider trading is also prohibited by this Statement and could result in serious sanctions.

This Statement applies to all employees and directors of the Company and anyone else who has material inside information about the Company and extends to all activities within and outside an individual's duties at the Company. Every employee and director must review this Statement. Questions regarding the Statement should be directed to Mr. P V Rama Seshu, Company Secretary and the Compliance Officer, at pvrs@gvk.com or (+91-040) 2790 2663 or 2790 2664 or 2790 2665 (fax).

It should be noted that these policies address compliance with SEBI Regulations.





SECTION - II

POLICIES PROHIBITING INSIDER TRADING

No employee or director shall purchase or sell any type of security while in possession of material, non-public information relating to the security, whether the issuer of such security is the Company, its subsidiary or any other affiliated company. Additionally, no employee or director shall purchase or sell any security of the Company during the period beginning the seventh day of the third month of any fiscal quarter of the Company and ending two days after the public release of earnings data prepared in accordance with the Listing agreement with the Stock Exchanges. Also, please consult the "Insider Trading Reminders" attached hereto as "*Annexure-A*".

No employee or director shall directly or indirectly tip material, non-public information to anyone while in possession of such information. In addition, material, non-public information should not be communicated to anyone outside the Company under any circumstances, or to anyone within the Company other than on a need-to-know basis.

Disclosure of Interest or holding

A. Initial Disclosure:

- i) Any person who holds more than 5% shares or voting rights in the company shall disclose to the company's Compliance Officer, the number of shares or voting rights held by such person, on becoming such holder, within 4 working days of the receipt of intimation of allotment of shares; or the acquisition of shares or voting rights, as the case may be. In case of existing holders, it shall be informed within 2 working days of effective date of this statement.
- ii) All Employees in the grade of AGM and above, or directors of the company, shall disclose to the company's Compliance Officer, the number of shares or voting rights held by them, within 2 working days of effective date of this revised policy, or on becoming so or director of the company.

B. Continual Disclosure:

i) Any person who holds more than 5% shares or voting rights in the company shall disclose to the company's Compliance Officer the number of shares or voting rights held and change in shareholding or voting rights, even if such change results in shareholding falling below 5%, if there has been change in such holdings from the initial disclosure made as above; and such change exceeds 2% of total shareholding or voting rights in the company.





ii) All Employees in the grade of AGM and above, or director of the company, shall disclose to the company's Compliance Officer, the total number of shares or voting rights held and change in shareholding or change in such holdings from the last disclosure made and the change exceeds `5.00 lacs in value or 25,000 shares or 1% of total shareholding or voting rights, whichever is lower.

The above disclosure shall be made within 2 working days of; the receipt of intimation of allotment of shares, except conversions of Stock options, or the acquisition or sale of shares or voting rights, as the case may be.

The initial and continual disclosures shall be made in respect of securities of the Company held by the dependent family members also, in the format as given in "Annexure-B"

Disclosure by Company to Stock Exchanges

The Company's Compliance Officer, within two days of receipt, shall disclose to the Stock Exchanges, on which the company's shares are listed, the information received under initial and continual disclosures.

SECTION - III

EXPLANATION OF INSIDER TRADING AND OTHER TERMS

As noted above, "insider trading" refers to the purchase or sale of a security while in possession of "material" "non-public" information relating to the security. "Securities" include not only stocks (including American/Global Depositary Receipts/Shares), bonds, notes and debentures, but also options, warrants and similar instruments. "Purchase" includes not only the actual purchase of a security, but any contract to purchase or otherwise acquire a security. "Sale" includes not only the actual sale of a security, but any contract to sell or otherwise dispose of a security. These terms (Purchase and Sale) extend to a broad range of transactions including conventional cash-for-stock transactions, conversions, the grant and exercise of stock options and acquisitions and exercises of warrants or puts, calls or other options related to a security. It is generally understood that insider trading includes the following:

- Trading by insiders while in possession of material, non-public information;
- Trading by persons other than insiders while in possession of material, non-public information where the information either was given in breach of an insider's fiduciary duty to keep it confidential or was misappropriated; or





• Communicating or tipping material, non-public information to others, including recommending the purchase or sale of a security while in possession of such information.

It should be noted that material non-public information need not be directly related to the issuer of a security for trading to be insider trading. For example, trading while in possession of non-public information about a subsidiary company, which is material to the parent corporation, would be insider trading.

A What Facts are Material?

The materiality of a fact depends upon the circumstances. A fact is considered "material" if;

there is a substantial likelihood that a reasonable investor would consider it important in making a decision to buy, sell or hold a security or where the fact is likely to have a significant effect on the market price of the security. 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.

Moreover, material information does not have to be related to a company's business. For example, the contents of a forthcoming newspaper column that is expected to affect the market price of a security can be material.

A good general rule of thumb: when in doubt, do not trade.

B What is Non-public?

Information is "non-public" if it is not available to the general public. In order for information to be considered public, it must be widely disseminated in a manner making it generally available to investors by distribution to Stock Exchanges, where Company's





shares are listed or through such media as Press and Television, Journals or similar broad distribution channels or the press media in India and abroad. The circulation of rumors, even if accurate and reported in the media, does not constitute effective public dissemination.

In addition, even after a public announcement, a reasonable period of time must lapse in order for the market to react to the information. Generally, one should allow approximately 48 hours following publication as a reasonable waiting period before such information is deemed to be public.

C Who is an Insider?

"Insiders" include employees and directors of the company and anyone else who has material inside information about a company. Insiders have independent fiduciary duties to their company and its stockholders not to trade on material, non-public information relating to the company's securities. All employees and directors of the Company should consider themselves insiders with respect to material, non-public information about the business, activities and securities of the Company. Directors and employees shall not trade in the securities the Company while in possession of material, non-public information relating to the companies nor tip (or communicate except on a need-to-know basis) such information to others.

It should be noted that trading by dependent family members of an employee or director shall be the responsibility of such employee or director under certain circumstances and could give rise to legal and Company-imposed sanctions.

D Trading by Persons other than Insiders

Insiders may be liable for communicating or tipping material, non-public information to a third party ("tippee") and insider trading violations are not limited to trading or tipping by insiders.

Persons other than insiders also can be liable for insider trading, including tippees who trade on material, non-public information tipped to them or individuals who trade on material, non-public information which has been misappropriated.

Tippees inherit an insider's duties and are liable for trading on material, non-public information illegally tipped to them by an insider. Similarly, just as insiders are liable for the insider trading of their tippees, so are tippees who pass the information along to others who trade. In other words, a tippee's liability for insider trading is no different from that of an insider. Tippees can obtain material, non-public information by receiving overt tips from others or through, among other things, conversations at social, business or other gatherings.





E Trading window:

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 securities of the Company is prohibited for designated employees and is restricted for other employees.

F Designated Employees:

Every employee, who is at and above the cadre of Assistant General Manager, all the Directors, Secretaries / Personal Assistants to such Directors and other Functional Heads, all employees of the Finance and Secretarial Departments of the Company, its Subsidiary and Associate Companies.

G Dependent family members:

The following shall be treated as dependent family members of the designated employee.

- i) Spouse
- ii) Father
- iii) Mother (including step-mother)
- iv) Son (including step-son)
- v) Son's wife
- vi) Daughter (including step-daughter)
- vii) Daughter's Husband

H Penalties for Engaging in Insider Trading:

Penalties for trading on or tipping material, non-public information can extend significantly beyond any profits made or losses avoided, both for individuals engaging in such unlawful conduct and their employers.

Under SEBI Act, 1992, Insider Trading attracts criminal prosecution and the offender is punishable with imprisonment which may extend to one year or fine or with both. Further violation of provisions relating to disclosure also attracts punishment / penalties under SEBI Act.

In addition, insider trading could result in serious sanctions by the Company, including suspension, dismissal, wage freeze and ineligibility for future participation in stock options of the Company. The action by the company shall not preclude Statutory Authorities from taking any action in case of violations. Insider trading violations are not limited to violations of the SEBI Regulations.





I Examples of Insider Trading:

Examples of insider trading cases include actions brought against: employees and directors who traded a company's securities after learning of significant confidential corporate developments; friends, business employees, family members, and other tippees of such employees and directors who traded the securities after receiving such information; government employees who learned of such information in the course of their employment; and other persons who misappropriated, and took advantage of, confidential information from their employers.

The following are illustrations of insider trading violations. These illustrations are hypothetical and consequently, not intended to reflect on the actual activities or business of;

Trading by Insider:

An officer of X Company Ltd learns that earnings to be reported by X Company Ltd will be significantly above market expectations. Prior to the public announcement of such earnings, the officer purchases X Company Ltd's stock. The officer, an insider, is liable for all profits as well as penalties of up to three times the amount of all profits. Conversely the same officer learns that X Company Ltd's earnings will be significantly lower than market expectations prior to public announcement of such earnings and sells the shares in X Company Ltd, the officer, an insider, is liable for avoidance of loss as well as penalties of up to three times the amount of all losses.

Trading by Tippee:

An officer of X Company Ltd tells a friend that X Company Ltd is about to publicly announce that it has concluded an agreement for a major acquisition. This tip causes the friend to purchase X Company Ltd's stock in advance of the public announcement. The officer is jointly liable with his friend for all of the friend's profits and each is liable for all penalties of up to three times the amount of the friend's profits. In addition, the officer and his friend are subject to, among other things, criminal prosecution, as described above.

SECTION - IV

PROCEDURES FOR PREVENTION OF INSIDER TRADING

The following procedures have been established, and will be maintained and enforced, by GVK Power & Infrastructure Limited to prevent insider trading. Every designate employee is required to follow these procedures.

A Identifying Material, Non-public Information





Prior to directly or indirectly trading any security of the Company or its subsidiaries, every employee or director is required to determine whether they are in possession of material, non-public information relating to such security. In making such assessment, the explanations of "material" and "non-public" information set forth above should be of assistance and the Company's Compliance Officer should be consulted in the event of any uncertainty. If after consulting with the Company's Compliance Officer it is determined that such employee or director is in possession of material, non-public information, there shall be no trading in such security by them.

B Information Relating to the Company

i) Access to Information:

Access to material, non-public information about the Company or its subsidiaries, including information with respect to their business, earnings or prospects, should be limited to employees and directors of the Company on a need-to-know basis. In addition, such information should not be communicated to anyone outside the Company under any circumstances or to anyone within the Company on other than need to know basis.

In communicating material, non-public information to employees of the Company, all employees and directors must take care to emphasize the need for confidential treatment of such information and adherence to the Company's policies with regard to confidential information.

ii) Inquiries from Third Parties:

Inquiries from third parties, such as industry analysts or members of the media, about the Company should be directed to the Chairman & Managing Director or Chief Financial Officer or other appropriate person designated by them.

C Limitations on Access to the Company Information

The following procedures are designed to maintain confidentiality with respect to the Company's business operations and activities.

- 1. All employees or directors should take all steps and precautions necessary to restrict access to, and secure, material, non-public information by, among other things:
 - i) Maintaining the confidentiality of Company related transactions;
 - ii) Conducting their business and social activities so as not to risk inadvertent disclosure of confidential information. Review of confidential documents in





- public places should be conducted so as to prevent access by unauthorized persons;
- iii) Restricting access to documents and files (including computer files) containing material, non-public information to individuals on a need-to-know basis (including maintaining control over the distribution of documents and drafts of documents);
- iv) Promptly removing and cleaning up all confidential documents and other materials from conference rooms following the conclusion of any meetings;
- v) Properly disposing of all confidential documents and other papers, after there is no longer any business or other legally required need; Restricting access to areas likely to contain confidential documents or material, non-public information; and Avoiding the discussion of material, non-public information in places where the information could be overheard by others such as in elevators, restrooms, hallways, restaurants, airplanes or taxicabs.
- 2. Personnel involved with material, non-public information, to the extent feasible, should conduct their business and activities in areas separate from other Company activities.

D Avoidance of Certain Aggressive or Speculative Trading

Employees, directors or their respective dependent family members, should not directly or indirectly participate in transactions involving trading activities, which by their aggressive or speculative nature may give rise to an appearance of impropriety. Such activities would include short sales, the purchase of put or call options or the writing of such options. Moreover, these persons shall not purchase then sell, or sell and then repurchase, the Company's securities within a month period. It is clarified that Trading in derivatives does not amount to Speculation.

E Compliance Officer

Mr. P V Rama Seshu, Company Secretary is the designated Compliance Officer of the Company.

The compliance officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of "Price Sensitive Information", pre-clearing of designated employees' or directors' trades, monitoring of trades and the implementation of the code of conduct under the overall supervision of the Board of the company. The compliance officer shall maintain a record of the designated employees and any changes made in the list of designated employees.

F Trading Window:

The "Trading Window" shall be closed during the period beginning with the first day of the following month of any fiscal quarter of the Company (i.e. April, July, October and





January) and ending with the public release of earnings data for the respective fiscal quarter prepared in accordance with the listing agreement with the Stock Exchanges.

For the purpose of trading in the company's securities by the designated employees, the "Trading Window" shall be opened for a period beginning with the following day of the public release of earnings data for the respective fiscal quarter and ending with the last day of the fiscal quarter (i.e. March, June, September and December).

The Compliance Officer may also notify the period for any other occasion during which the trading window shall be closed.

All designated employees / directors of the company shall conduct all their dealings in the securities of the Company only in a valid trading window period 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.

Employees other than designated employees may deal in the securities of the Company only by way of selling and not otherwise during the closure of trading window, subject to compliance with pre-dealing procedure.

G Pre clearance of Trades

- 1. (a) All designated employees who intend to deal in the securities of the company during the valid trading window period, above the threshold limit of Rs.5,00,000 in value or 5,000 shares, whichever is lower, should get pre clearance of the transactions as per the pre-dealing procedure described hereunder.
 - (b) Every other employee, other than designated employee, who intend to deal in the securities of the company during the closure of trading window, may be allowed to sell and not otherwise upto Rs.5,00,000 in value or 5,000 shares whichever is lower in aggregate, with pre clearance of the transactions as per the pre-dealing procedure described hereunder.
- 2. An application as per Annexure C shall be made to the Compliance officer indicating the estimated number of securities that the designated employee/director intends to deal in, for pre clearance of the deals.
- 3. An undertaking as per Annexure D shall be executed in favour of the company by such designated employee / director.
- 4. All directors/ employees shall execute their order in respect of securities of the company within one week after the approval is given. If the order is not executed within one week, after the approval is given, the directors/employees must get pre clearance of the transaction again.





5. The prohibition or restrictions in trading of securities, and pre clearance procedure applicable to the employees as the case may be, shall also be applicable to their dependent family members.

H Reporting Requirements

- 1. Disclosures shall be made to the Compliance Officer as specified under heads "Initial disclosure and Continual disclosures" of Section II.
- 2. The Compliance officer shall preserve all the records being maintained under this code, for a minimum period of three years.
- The Compliance officer shall place before the Chairman & Managing Director, on a
 monthly basis all the details of the dealings in the securities by employees/director of
 the company and the accompanying documents executed under the pre clearance
 procedure.
- 4. Violation of provisions relating to disclosure attracts punishment / penalties under SEBI Act.
- I. Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 1992.

In case it is observed by the company / compliance officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 1992, SEBI shall be informed by the company.

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Annexure - A

INSIDER TRADING REMINDERS FOR EMPLOYEES AND DIRECTORS OF GVK POWER & INFRASTRUCTURE LIMITED

Before engaging in any transaction in GVK Power & Infrastructure Limited's (the "Company") securities, please read the following:

The SEBI Regulations and the Company's policy prohibit transactions in the securities of the Company at a time when you may be in possession of material information about the Company which has not been publicly disclosed. This also applies to members of your household as well as all others whose transactions may be attributable to you.

Material information, in short, is any information, which could affect the price of the securities. Either positive or negative information may be material. Once a public announcement has been made, you should wait until the information has been made available to the public for at least 48 hours before engaging in any transaction.

All Employees in the grade of AGM and above, all directors, of the company, its subsidiary and associate companies, shall disclose to the company's Compliance Officer, the number of shares or voting rights held by them, within 4 working days of effective date of this policy or of becoming a designated employee or director of the company.

All Employees in the grade of AGM and above, all directors, of the company, its subsidiary and associate companies, shall disclose to the company's Compliance Officer, the change in shareholding or voting rights, if there has been a change in such holdings from the last disclosure made, and the change exceeds in aggregate Rs.5,00,000 in value or 5,000 shares or 1% of total shareholding or voting rights, whichever is lower.

None of designated employees of the Company can trade in any securities of the Company during the period when the trading window is closed.

Every designated employee of the company who intend to deal in the securities of the company during the valid trading window, above threshold limit of Rs.5,00,000 in value or 5,000 shares, whichever is lower, should get pre clearance of the transactions as per the pre-dealing procedure described hereunder.

Designated employee shall mean; Every employee, who is at and above the cadre of Assistant General Manager, all the Directors, Secretaries / Personal Assistants to such



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Directors and other Functional Heads, all employees of the Finance and Secretarial Departments of the Company, its Subsidiary and Associate Companies.

Employees other than designated employees of the Company who intend to deal in the securities of the company during the closure of trading window, may be allowed to sell and not otherwise upto Rs.5,00,000 in value or 5,000 shares, whichever is lower, in aggregate, with pre clearance of the transactions as per the pre-dealing procedure described hereunder.

The statements pertaining to disclosures, prohibition or restrictions in trading of securities, and pre clearance procedures applicable to the employees as the case may be; shall also be applicable to their dependent family members.

For further information and guidance, please refer to our Statement Governing the Prevention of Insider Trading and do not hesitate to contact the Company's Compliance Officer, Mr. P V Rama Seshu, Company Secretary at pvrs@gvk.com or (91-040) 27902663, 27902664 and 27902665 (fax).



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Annexure - B

FORMAT FOR DISCLOSURES AS ENVISAGED IN SECTION - II

GVK 1 156-1	pany Secretary and Compliance Office Power & Infrastructure Limited 59, Paigah House, SP Road, Inderabad – 500 003	r,	
FROM	Л:	- - - -	
Sub:	Disclosure of shares and voting right	s held in the Company.	
	ntion of Insider Trading of GVK Power	the Statement of Policies and Procedur & Infrastructure Limited, I hereby disclo	
1	Number of Shares held (Initial disclosure)		
	Held by Self or Family Members		
3	Date of initial disclosure		
4	Purchases, if any		
5	Sales, if any		
6	Total share holding		
7	Held by Self or		
	Dependent Family Members		
I decla	n case of initial disclosure points (4) to (7) are are that the shares sold have been he er, declare that the above disclosure pany's Insider Trading Policy.		ce with
	-		
Place Date	N	ignature ame esignation	



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Annexure - C

APPLICATION

To

Company Secretary and Compliance Officer, GVK Power & Infrastructure Limited 156-159, Paigah House, SP Road, Secunderabad – 500 003

Dear Sir.

Sub: Request for pre-clearance for trading in securities of the Company

In pursuance of the procedure laid down for the dealing in securities of the Company, I hereby submit the following for your clearance.

1	Name of the Employee	
2	Designation and Department	
3	Company / Subsidiary / Associate	
4	Week during which proposed sale is	
	contemplated	
5	No. of Shares proposed to be sold	
6	DP ID	
7	Client ID	
8	Reason for sale	
9	Sale by Self or Dependent Family	
	Members	

Further, I enclose the Undertaking cum Indemnity Bond as envisaged in the Insider Trading Policy for your records. I confirm that I have read the Company's Insider Trading Policy and am not in possession of any Unpublished Price Sensitive Information consciously or otherwise. The above is full and true disclosure in the matter. In the light of the above, please communicate your clearance to enable me to sell the securities.

	Signature
Place	Name
Date	Designation





Note: To be executed on Rs.10/- Non Judicial Stamp paper

Annexure - D

UNDERTAKING - CUM - INDEMNITY BOND

This UNDERTAKING cum INDEMNITY BOND is executed for trading in securities of GVK Power & Infrastructure Limited.

Ву						
	Ms S/o/W/o/D/o residing to as yee / director)					
ompio	In favour of					
1956	Power & Infrastructure Limited, a company incorporated under the Companies Act, and having its Registered office at "Paigah House", 156-159, Sardar Patel Road, derabad – 500 003 (hereinafter referred to as the "Company").					
	REAS THE Company has, in terms of Regulatory requirements, set in place an ER TRADING POLICY of the Company (hereinafter referred to as the "Policy"),					
compl	WHEREAS, the Policy provides that an employee / director of the company must y with the pre-dealing procedure before dealing in any securities of the Company d threshold limit / during the closure of trading window,					
Indem	WHEREAS, for complying with the pre-clearance procedure, an undertaking cum nity Bond needs to be executed in favour of the Company by the concerned yee / director,					
NOW	THIS UNDERTAKING cum INDEMNITY BOND WITNESSTH AS UNDER					
1.	I, (Employee / Director) of GVK Power & Infrastructure Limited, do hereby undertake to adhere to the terms, conditions and restrictions contained in the Policy, as are currently in force.					
2.	I understand that any misrepresentation and/or false undertaking given herein may attract penalties as laid down under the Policy.					

GVK

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- 3. That, I do not have access to, or have not had access to UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI) by virtue of my position or connection in the Company or illegally or inadvertently or otherwise, upto the time of signing this Undertaking cum Indemnity Bond.
- 4. That, I shall obtain the pre-clearance of the Compliance Officer, before dealing in the Securities of the Company.
- 5. That, in case I have access to or receive UPSI after the signing of this Undertaking cum Indemnity Bond but before the execution of the transaction, I shall inform the Compliance Officer and that I would completely refrain from dealing in the securities of the Company till the time such information becomes public.
- 6. That, I have not contravened the rules and other provisions contained in the Policy of the Company currently in force.
- 7. That, I have made full and true disclosure in the matter.
- 8. That, I shall indemnify the Company as given below.
 - i) To hold the Company faultless in the event of any investigation against me for insider trading by any regulatory authority.
 - ii) To make good to the Company for all economic losses, fines or penalty if any, imposed on the Company as a result of any investigation by any regulatory authority/ authorities into any of the transactions entered by me in dealing with the securities of the Company.
 - iii) To compensate the Company for and towards all legal expenses incurred in defending itself in such investigations, including advocates' fees.
- 9. That, I shall bind by the Laws of India, in respect of this Undertaking cum Indemnity Bond and the jurisdiction of the Courts at Hyderabad.

IN WITNESS	WHEREOF _ on this	•		•	Bond	has	been	executed	l at
Witness		Sigr Nan	nature ne						

Designation

Name of the Company



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