



**JOHN DEERE**  
FINANCIAL

**JOHN DEERE FINANCIAL INDIA PRIVATE LIMITED**

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY  
DESIGNATED PERSONS**

**AND**

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED  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

**This Code was approved by the Board of Directors at the meeting held on 19<sup>th</sup> June, 2020  
(Last Updated on: 17<sup>th</sup> November, 2022)**

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**TABLE OF CONTENTS**

<b>INTRODUCTION.....</b>	<b>3</b>
<b>PART A .....</b>	<b>3</b>
<b>1. CODE OF CONDUCT .....</b>	<b>3</b>
<b>2. DEFINITIONS AND INTERPRETATIONS.....</b>	<b>3</b>
<b>3. APPLICABILITY.....</b>	<b>8</b>
<b>4. COMPLIANCE OFFICER .....</b>	<b>8</b>
<b>5. DISCLOSURE BY DESIGNATED PERSONS .....</b>	<b>9</b>
<b>6. PRESERVATION OF UPSI.....</b>	<b>9</b>
<b>7. TRADING RESTRICTIONS WHEN IN POSSESSION OF UPSI.....</b>	<b>10</b>
<b>8. TRADING WINDOW .....</b>	<b>10</b>
<b>9. PRE-CLEARANCE OF TRADES .....</b>	<b>12</b>
<b>10. OTHER RESTRICTIONS .....</b>	<b>13</b>
<b>11. TRADING PLANS .....</b>	<b>13</b>
<b>12. PROCEDURE FOR ENQUIRE IN CASE OF LEAK OF UPSI.....</b>	<b>15</b>
<b>13. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES.....</b>	<b>17</b>
<b>14. CHINESE WALL AND CROSSING OVER THE CHINESE WALL .....</b>	<b>18</b>
<b>15. PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT.....</b>	<b>18</b>
<b>16. COMMUNICATIONS AND AMENDMENTS .....</b>	<b>19</b>
<b>PART B .....</b>	<b>20</b>
<b>1. CORPORATE DISCLOSURE POLICY .....</b>	<b>20</b>
<b>2. DISSEMINATION OF UPSI AND DETERMINATION OF LEGITIMATE PURPOSES.....</b>	<b>21</b>
<b>3. COMMUNICATIONS AND AMENDMENTS .....</b>	<b>22</b>
<b>ANNEXURE 1 APPLICATION FOR PRE-CLEARANCE .....</b>	<b>23</b>
<b>ANNEXURE 2 UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE .....</b>	<b>24</b>
<b>ANNEXURE 3 PRE-CLEARANCE APPROVAL LETTER.....</b>	<b>25</b>
<b>ANNEXURE 4 CONFIRMATION OF TRADE .....</b>	<b>26</b>

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**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT BY DESIGNATED PERSONS  
&  
CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED  
PRICE SENSITIVE INFORMATION**

**INTRODUCTION**

John Deere Financial India Private Limited (“**Company**”) strives to preserve and maintain the confidentiality of UPSI and to prevent the 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 in force.

The Securities Exchange Board of India (Insider Trading) Regulations, 2015, as amended up to date, make it mandatory for every listed company to lay down: (a) a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information; and (a) a Code of Conduct for Listed Companies to Regulate, Monitor and Report Trading by Designated Persons.

**PART A**

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED  
PERSONS**

**1. CODE OF CONDUCT**

- 1.1 This Code is formulated to regulate, monitor and report Trading by Designated Persons in Securities of the Company and is applicable to all Designated Persons and Immediate Relatives of Designated Persons of the Company.
- 1.2 This Code is formulated under the provisions of Securities and Exchange Board of India (Insider Trading) Regulations, 2015 (as amended from time to time) and may be modified by the Board of Directors of the Company from time to time.

**2. DEFINITIONS AND INTERPRETATIONS**

**2.1 Definitions**

In this Code, except where the context otherwise requires (a) capitalised terms defined anywhere in this Code by inclusion in quotations and/or parenthesis have the meanings so ascribed, and (b) the following terms shall have the following meanings:

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

“**Board of Directors**” or “**Board**” means the board of directors of the Company.

“**Code**” means this Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, as modified from time to time.

“**Company**” has the meaning ascribed to it in the Introduction to this Code.

“**Compliance Officer**” for the purpose of this Code is the Company Secretary of the Company.

“**Connected Person**” means:

- (a) any person who is or has during the six months prior to the concerned act been associated with the 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 director, officer or an 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 UPSI or is reasonably expected to allow such access.
- (b) 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:
  - (i) an Immediate Relative of Connected Persons specified in clause (a) above; or
  - (ii) a holding company or associate company or subsidiary company; or
  - (iii) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
  - (iv) an investment company, trustee company, asset management company or an employee or director thereof; or
  - (v) an official of a stock exchange or of clearing house or corporation; or
  - (vi) 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



- (vii) 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
- (viii) an official or an employee of a self-regulatory organization recognized or authorized by SEBI; or
- (ix) a banker of the Company; or
- (x) a concern, firm, trust, Hindu Undivided Family, company or association of persons wherein a director of a company or his Immediate Relative or banker of the company, has more than 10% (ten per cent) of the holding or interest.

“**Designated Persons**” means a person occupying any of the following position in the Company:

- (a) All Promoters and / or members of Promoter Group;
- (b) All Directors;
- (c) Key Managerial Personnel;
- (d) All employees in the Accounting and Secretarial Departments;
- (e) Internal Auditors, Statutory Auditors, Secretarial Auditors and any consultant firms; and
- (f) Persons who is in the opinion of the Managing Director(s) of the Company, has access to or is likely to have access to UPSI.

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

“**Generally Available Information**” means information that is accessible to the public on a non-discriminatory basis.

“**Global Insider Trading Policy**” means the global insider trading policy formulated by Deere & Company, which is applicable to all directors, officers, employees, agents and consultants of Deere & Company and its subsidiaries (including the Company) and other businesses effectively controlled by Deere & Company or its subsidiaries (including the Company), as amended, modified and restated from time to time. The Global Insider Trading Policy can be accessed through the following web-link:

[http://jdo.deere.com/en-us/corp/compliance/Pages/global\\_policies/global\\_insider\\_trading\\_policy/global\\_insider\\_trading\\_policy.aspx](http://jdo.deere.com/en-us/corp/compliance/Pages/global_policies/global_insider_trading_policy/global_insider_trading_policy.aspx)

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“**Immediate Relatives**” means a spouse of a person and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to Trading in Securities.

“**Insider**” means any person who is:

- (a) a Connected Person; or
- (b) in possession of or having access to UPSI.

“**Insider Trading**” means when Insiders use UPSI to arrive at Securities Trading (including buying as well as selling) decisions.

“**Key Managerial Personnel**” means person as defined in Section 2 (51) of the Companies Act, 2013.

“**Legitimate Purpose**” includes sharing of UPSI in the ordinary course of business by an Insider 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 Regulations.

“**Prohibition on Communication**” means the prohibition on communicating, providing, or allowing access to any UPSI to any person including other Insiders except where such communication is in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations, as per the Regulations.

“**Promoter**” or “**Promoter Group**” has 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.

“**Regulations**” means the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

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

“**Securities**” has 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 and shall in all cases mean Securities of the Company which are listed or proposed to be listed on a Stock Exchange.

“**Stock Exchange**” means a Stock Exchange which is recognized by the Central Government or SEBI under Section 4 of Securities Contracts (Regulation) Act, 1956 (42 of 1956).



“**Trading**” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any Securities and “trade” shall be construed accordingly.

“**Trading Day**” means a day on which the recognized stock exchanges are open for Trading where Securities of the Company are listed.

“**Trading Plan**” means a trading plan formulated in accordance with Clause 11 of Part A of this Code and in accordance with the Regulations.

“**Trading Window**” means a trading period for Trading in Company’s Securities. All days shall be the considered within the Trading Window except when trading window is closed.

“**UPSI**” means any information, relating to the 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:

- (a) financial results;
- (b) dividends;
- (c) change in capital structure;
- (d) mergers, de-mergers, acquisitions, de listings, disposals and expansion of business and such other transactions; and
- (e) changes in Key Managerial Personnel.

## 2.2 Interpretation

### (a) General

All words and phrases not specifically defined herein will have the same meaning as defined under the Regulations. Words and expressions used and not defined in this Code but defined in the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules & regulations made thereunder shall have the meanings respectively assigned to them in that legislation.



(b) **Applicability of the Global Insider Trading Policy**

The Code is supplemental to the Global Insider Trading Policy and should be read in conjunction with the Global Insider Trading Policy. Each Designated Person and its Immediate Relative shall comply with the Global Insider Trading Policy and this Code. In case of any conflict between any provision of this Code and the Global Insider Trading Policy, the stricter provisions contained in this Code or the Global Insider Trading Policy, as the case may be, shall prevail.

3. **APPLICABILITY**

- 3.1 This Code is applicable to all Designated Persons and Immediate Relatives of Designated Persons as defined in this Code.
- 3.2 This Code will be applicable to any transactions, made by the Designated Persons and Immediate Relatives of Designated Persons in Securities of the Company.

4. **COMPLIANCE OFFICER**

- 4.1 The Company Secretary shall be the Compliance Officer for the purpose of this Code. The Compliance Officer shall designate a Senior Official of the Company to act as Compliance Officer in her/his absence.
- 4.2 The Compliance Officer shall be responsible for setting forth the policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades, pre-clearance of trades to be entered into by the Designated Persons and the implementation of this Code under the overall supervision of the Board of Directors of the Company.
- 4.3 The Compliance Officer shall intimate Designated Persons, about Closure of Trading Window etc. from time to time.
- 4.4 The Compliance Officer shall assist Designated Persons and their Immediate Relatives in addressing any clarifications regarding the Regulations and this Code of Conduct.
- 4.5 The Compliance Officer shall maintain a record of the Designated Persons and their Immediate Relatives and any changes made in the list of Designated Persons.
- 4.6 The Company will strive to ensure that the gap between clearance of accounts by the audit committee and approval by the Company's board of directors is as narrow as possible and preferably on the same day to avoid leakage of material information.

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- 4.7 The Compliance Officer shall make the employees of the Company aware of their duties and responsibilities attached to the receipt of inside information and the liabilities attached to misuse or unwarranted use of such information under this Code.
- 4.8 The Compliance Officer shall report on Insider Trading to the Board and in particular, shall provide the reports to the Chairman of the Board, immediately on the next Board meeting on becoming aware of such Insider Trading.

**5. DISCLOSURE BY DESIGNATED PERSONS**

- 5.1 Designated Persons shall disclose the names and Permanent Account Number (PAN) or any other identifier authorized by law of the following persons to the Company on an annual basis and as and when there is a change in information already furnished:
- (a) Immediate Relatives;
  - (b) persons with whom such Designated Persons shares a material financial relationship;
  - (c) phone, mobile and cell numbers which are used by them

*Explanation: The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a Designated Person during the immediately preceding twelve months, equivalent to at least 25% (twenty five per cent) of annual income of such Designated Person, but shall exclude relationships in which the payment is based on arm’s length transactions.*

- 5.2 In addition, the names of educational institutions from which Designated Persons have graduated and names of their past employers shall be disclosed on a one-time basis.

**6. PRESERVATION OF UPSI**

- 6.1 All Insiders, Designated Person and Connected Persons shall maintain the confidentiality of UPSI. All information shall be handled within the organization on a need-to-know basis and no UPSI shall be communicated to any person including Insiders except in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.
- 6.2 No Insider or Designated Person shall communicate, provide or allow access to any UPSI to any person including other Insiders except where such communication is in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.



- 6.3 Notwithstanding anything contained in the Code, the UPSI may be communicated, provided, allowed access to or procured, as permitted under the Regulations.
- 6.4 All Designated Persons must keep the files containing confidential information relating to UPSI fully secured as required by Deere & Company from time to time, which requirements include adequate computer, system and cloud security with login and password etc.
- 6.5 For the purpose of prompt public disclosure of UPSI, the Company also adopts the Code of Practices and Procedures for Fair Disclosure of UPSI set out in **PART-B**.

**7. TRADING RESTRICTIONS WHEN IN POSSESSION OF UPSI**

- 7.1 No Insider shall trade in Securities that are listed or proposed to be listed on a stock exchange when in possession of UPSI.
- 7.2 When a person who has traded in Securities has been in possession of UPSI, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.
- 7.3 Any off-market inter-se transfer between Insiders who were in possession of the same UPSI without being in breach of Clause 6 of this Code and both the parties had made a conscious and informed decision shall be reported by the Insiders to the Company within 2 (two) working days.

**8. TRADING WINDOW**

- 8.1 The Trading Window shall be closed from the end of every financial quarter till 48 hours after the declaration of financial results. The Trading Window shall further be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such Securities to which such UPSI relates. In other cases, the Compliance Officer shall decide the closing and re-opening of the Trading Window. Designated Persons and their Immediate Relatives shall not trade in Securities when the Trading Window is closed.
- 8.2 The Trading Window restrictions mentioned in Clause 8.1 above shall not apply in respect of:

- (a) a transaction which:
- (i) is an off-market *inter-se* transfer between Insiders who were in possession of the same UPSI without being in breach of the Prohibition on Communication and both parties had made a conscious and informed trade decision;



- (ii) was carried out through the block deal window mechanism between persons who were in possession of the UPSI without being in breach of the Prohibition on Communication and both parties had made a conscious and informed trade decision;
  - (iii) was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
  - (iv) was undertaken pursuant to exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations;
  - (v) was pursuant to a Trading Plan set up by the Insider in accordance with the Regulations; and
  - (vi) was in respect of a pledge of Securities for a *bona fide* purpose such as raising of funds, subject to pre-clearance by the Compliance Officer and compliance with the respective regulations made by the SEBI; and
- (b) transactions which are undertaken in accordance with respective regulations made by the SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer and/or delisting offer or transactions which are undertaken through such other mechanism as may be specified by SEBI from time to time.
- 8.3 The timing for re-opening of the Trading Window shall be determined by the Compliance Officer taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than 48 hours after the information becomes generally available.
- 8.4 The Trading Window shall be closed as per Clause 8.1 *inter-alia*, before Board meeting/or any other meeting is held to consider:
- (a) declaration of financial results (quarterly, half yearly and annually);
  - (b) recommendation/declaration of dividends (interim and final);
  - (c) issue of Securities by way of public/rights/bonus, etc.;
  - (d) any major expansion plan or execution of new project;
  - (e) amalgamation, mergers, takeovers and buy back;

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- (f) disposal of the whole or substantially whole of the undertaking;
  - (g) any changes in policies, plans or operations of the Company which may substantially affect share prices of the Company;
- 8.5 The Trading Window shall be re-opened as per Clause 8.3. The Designated Persons and their Immediate Relatives shall not trade in Securities when the Trading Window is closed.
- 8.6 All Designated Persons and Immediate Relatives of Designated Persons shall conduct all their Trading in the Securities of the Company only in a valid Trading Window and shall not trade in Company's Securities during the periods when Trading Window is closed, as referred to in Clause 8.1 or during any other period as may be specified by the Company from time to time.
- 8.7 The Compliance Officer shall intimate the closure of Trading Window to all the Designated Persons of the Company and in addition, the Trading Window closure notice shall be placed on the website of the Company and intimated to the Stock Exchanges to enable the Designated Persons and Immediate Relatives of Designated Persons to disseminate the information regarding the Trading Window closure.
9. **PRE-CLEARANCE OF TRADES**
- 9.1 When the Trading Window is open, Trading by Designated Persons shall be subject to pre- clearance by the Compliance Officer.
- 9.2 **Procedures for Pre-Clearance**
- (a) The Designated Persons shall make an application for pre-clearance to the Compliance Officer in the format prescribed in **Annexure 1**.
  - (b) An undertaking in the format prescribed in **Annexure 2** shall be executed by the Designated Persons in favour of the Company, together with the pre-clearance form set out in **Annexure 1**.
- 9.3 Based on the application, the Compliance Officer may issue pre-clearance order to the Designated Person in the format prescribed in **Annexure 3** only after receiving the clearance, the transaction should be carried out.
- 9.4 The execution of the order in respect of the Securities will have to be completed within 7 (seven) Trading Days of approval of pre-clearance failing which fresh pre- clearance would be needed for the trades to be executed.
- 9.5 After completing the deal, the Designated Person shall intimate the Compliance Officer about the



transactions in the format prescribed in **Annexure 4**. In case the transaction is not undertaken, a report to that effect shall be submitted to the Compliance Officer.

- 9.6 A Designated Person who is permitted to trade shall not execute a contra trade during the next 6 (six) months following the prior transaction. The Designated Persons shall also not take positions in derivative transactions in the Securities of the Company at any time. In case of any contra trade has been 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 SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

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

- 9.7 In case of subscription in the primary market (initial public offers), the abovementioned entities shall hold their investments for a minimum period of 30 (thirty) days. The holding period would commence when the Securities are actually allotted.
- 9.8 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 his/her reasons, in this regard.

#### 10. **OTHER RESTRICTIONS**

- 10.1 The disclosures to be made by any person under this Code shall include those relating to Trading by such person's Immediate Relatives and by any other person for whom such person takes Trading decisions.
- 10.2 The disclosures of Trading in Securities shall also include Trading in derivatives of Securities and the traded value of the derivatives shall be taken into account for purposes of this Code.
- 10.3 The Compliance Officer shall maintain records of all the declarations given by the Designated Persons under this Code for a minimum period of 5 (five) years.

#### 11. **TRADING PLANS**

- 11.1 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.
- 11.2 Pre-clearance of trades shall not be required for a trade executed as per an approved Trading plan. Trading Window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved Trading plan.



11.3 Such Trading plan shall:

- (a) not entail commencement of Trading on behalf of the Insider earlier than 6 (six) months from the public disclosure of the plan;
- (b) not entail Trading for the period between the twentieth Trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second Trading Day after the disclosure of such financial results;
- (c) entail Trading for a period of not less than 12 (twelve) months;
- (d) not entail overlap of any period for which another Trading plan is already in existence;
- (e) 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
- (f) not entail Trading in Securities for market abuse.

11.4 Parameters of such Trading plan may inter-alia provide the following information such as acquisition or disposal of Securities, value of Securities or the number of Securities to be invested or divested and specific dates or specific time intervals of transactions.

11.5 The Compliance Officer shall review the Trading plan to assess whether the plan would have any potential for violation of the 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 as per provisions of the Regulations.

11.6 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.

11.7 The implementation of the Trading plan shall not be commenced if any UPSI in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such UPSI becomes Generally Available Information.

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



**12. PROCEDURE FOR ENQUIRY IN CASE OF LEAK OF UPSI**

**12.1 Authority to Compliance Officer**

The Compliance Officer shall be authorised to:

- (a) conduct a preliminary enquiry to ascertain the truthfulness of any information or complaint received pertaining to actual or suspected leak of UPSI;
- (b) authorize any person, if required, to collect necessary support material;
- (c) consider the facts and circumstances and decide / direct on the matter; and
- (d) decide disciplinary action thereon.

**12.2 Procedure for enquiry in case of actual or suspected leak of UPSI**

- (a) Upon becoming aware of an actual or suspected leak of UPSI, including by way of:
  - (i) *suo motu*, including through its internal monitoring; or
  - (ii) a written complaint and/or email received through the whistle blower mechanism of the Company; or
  - (iii) communication received from regulatory authorities,the Compliance Officer shall evaluate and determine if the matter merits and enquiry.
- (b) It is clarified that market rumors, inferences based on media reports, or observations made by analysts, etc. will not be the only determining factors for initiating a preliminary enquiry, and the Compliance Officer shall have the discretion to decide if a preliminary enquiry is required to be undertaken, in each such case.
- (c) In the event that the Compliance Officer so decides, a preliminary inquiry shall be undertaken in case of actual/suspected leak of UPSI. The rationale for the same would be to enable the Compliance Officer to establish and take cognizance of the facts and to decide if prima facie there appears to be any violation of securities laws. Based on the findings of the preliminary inquiry, the Compliance Officer may decide if a detailed inquiry is required to be undertaken.
- (d) Based on the determination of the Compliance Officer, a detailed inquiry may be launched in order to assess the veracity of the allegations regarding actual/ suspected leak of UPSI, including



through review of the relevant documentation in this regard, as well as conducting interviews, where deemed necessary.

- (e) While conducting any inquiry into cases of actual/ suspected leak of UPSI, the Compliance Officer shall regard to the principles of natural justice. Accordingly, he/she will accord due opportunity of being heard to the relevant Designated Person against whom the allegations have been leveled, during the inquiry. Further, such persons shall be entitled to make submissions and to lead evidence and depose witnesses etc., in their defence, before the Compliance Officer, and the Compliance Officer will be required to assess and consider the same before concluding on the matter.

### 12.3 **Outcome of the enquiry**

Upon the conclusion of the inquiry and based on the outcome thereof, the Compliance Officer shall decide disciplinary action/penalty, if any, to be awarded to the Designated Person. The decision of the Compliance Officer shall be final and binding on the relevant Designated Person.

### 12.4 **Disclosure of actual or suspected leak of UPSI**

The Compliance Officer shall inform the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be prescribed by SEBI from time to time, promptly of leaks of UPSI, inquiries in this regard and the results of such inquiries.

### 12.5 **Whistle-Blower Policy / Vigil Mechanism**

The Company is subject to the Deere & Company Code of Business Conduct (“**CBC**”) which can be accessed at the following link:

[https://s22.q4cdn.com/253594569/files/doc\\_downloads/2020/06/CodeofBusinessConduct\\_English.pdf](https://s22.q4cdn.com/253594569/files/doc_downloads/2020/06/CodeofBusinessConduct_English.pdf)

Section 1, pages 8-9 of the CBC (“How We Demonstrate Our Commitment – Reporting and non-retaliation”) includes, among other things, instructions on how to report suspected misconduct (including directions for using the compliance hotline) and a statement indicating that John Deere does not tolerate retaliation for making a report.

The John Deere Compliance Hotline is operated by an independent company. It is available 24 hours a day, seven days a week, in multiple languages. The Hotline can be used by anyone within or outside of John Deere to make a confidential report. John Deere will not tolerate anyone taking action against someone for making a report. This is true even if an investigation does not uncover any actual misconduct. The John Deere Compliance Hotline can be accessed through the following web-link:

Registered Office : Tower XIV, Cyber City, Magarpatta City, Hadapsar, Pune 411 013. India.  
Tel: + 91 (20) 66425000, Fax : + 91 (20) 66425001  
Website: [www.deere.co.in](http://www.deere.co.in)





<https://secure.ethicspoint.com/domain/media/en/gui/57575/index.html>

The Company has adopted separate Whistle Blower policy which is available on the company website at <https://www.deere.co.in/en/our-company/disclosure-policies-and-notice/>.

### 13. **REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES**

#### 13.1 **Initial Disclosure**

- (a) Every Promoter, member of Promoter Group, Key Managerial Personnel, Director, Officers, Designated Persons of the Company, within 30 (thirty) days of this Code 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 dependent family members in **FORM A** prescribed by SEBI pursuant to Regulation 7(1)(a) read with Regulation 6(2) of the Regulations.
- (b) Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter or member of Promoter Group shall disclose his holding of Securities as on the date of appointment or becoming a Promoter or member of Promoter Group, to the Company within seven days of such appointment or becoming a Promoter or member of Promoter Group. Such Disclosure shall be in **FORM B** prescribed by SEBI pursuant to Regulation 7(1)(b) read with Regulation 6(2) of the Regulations.

#### 13.2 **Continual Disclosures**

- (a) Every Promoter, member of Promoter Group, Designated Person and Director of the Company shall disclose to the Company the number of such Securities acquired or disposed of within 2 (two) Trading Days of:
  - (i) the receipt of intimation of allotment of Securities, or
  - (ii) the acquisition or sale of Securities or voting rights, as applicable.

**Note:** Disclosure of incremental transactions shall be made when transactions effected after the prior disclosure cross the threshold specified above.

- (b) The Disclosure under Clause 13.2 (a) shall be in **FORM C** prescribed by SEBI pursuant to Regulation 7(2) read with Regulation 6(2) of the Regulations.
- (c) Within 2 (two) days of the receipt of intimation under Clause 12.2 (a), the Compliance Officer shall disclose the information received, to all Stock Exchanges on which the Company is

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listed.

**13.3 Disclosures by other Connected Persons**

The Compliance officer on his discretion may require any other Connected Person or class of Connected Persons to make disclosures of holdings and Trading in Securities in such form and at such frequency as may be determined by the Compliance Officer in order to monitor compliance with this Regulations / Code. Such disclosure shall be in **FORM D** prescribed by SEBI pursuant to Regulation 7(3) of the Regulations.

**14. CHINESE WALL AND CROSSING OVER THE CHINESE WALL**

14.1 To prevent the misuse of UPSI, the Company shall adopt “Chinese Walls” pursuant to which any UPSI would not be communicated by persons who are in possession of UPSI or be made available to other departments or public areas other than on a need-to-know basis in accordance with this Code.

14.2 In exceptional circumstances, employees may be brought “over the walls” and given confidential information on a need-to-know basis under intimation to the Compliance Officer.

14.3 Every employee of the Company who is brought in an inside area shall be communicated the sensitivity of such transactions by the Compliance Officer, and each such employee shall have all duties and responsibilities which apply to a Designated Person under this Code.

**15. PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT**

15.1 Every Designated Person and Immediate Relative of Designated Persons who trades in Securities or communicates any information for Trading in Securities in contravention of this Code of Conduct will be penalized and appropriate action will be taken against them by the Company after giving reasonable opportunity to them to show cause.

15.2 All the employees and Designated Persons violating this Code of Conduct shall also be subject to disciplinary action, as approved by the Managing Director of the Company, which may include wage or salary freeze, suspension, recovery etc. withholding of increment in salary/promotions, ineligibility of future participation in stock options, etc. Any amount collected under this clause shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by SEBI.

15.3 The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading), Regulations, 2015 as amended from time to time.



16. **COMMUNICATIONS AND AMENDMENTS**

- 16.1 This Code be communicated to each Designated Persons, Connected Persons and Directors by email or by hand and will be displayed on the website of the Company.
- 16.2 The Board shall have the full authority to amend or modify this Code and waive any procedural requirements of the policies subject to the guidelines issued by SEBI from time to time.

*This policy is only internal code of conduct and one of the measures to avoid insider trading. It will be the responsibility of each Designated Persons to ensure compliance of SEBI guidelines and other related statutes fully.*



**PART B**

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

The Code aims at prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being so as to make such information generally available. The code also covers the practices and procedures for fair disclosure of UPSI.

**1. CORPORATE DISCLOSURE POLICY**

- 1.1 The Company will make uniform and universal dissemination of UPSI to avoid selective disclosure. In case of inadvertent selective dissemination of UPSI, the Company will promptly make such information generally available.
- 1.2 Mr. Girish Sivaramakrishnan shall be the Chief Investor Relations Officer (“**CIRO**”) of the Company under this Code to deal with dissemination of information and disclosure of UPSI
- 1.3 The CIRO / any other authorized person shall ensure that the information shared with analysts and research personnel is not UPSI and that the principles such as, equality of access to information, calls and meetings with analysts are being followed.
- 1.4 The CIRO shall ensure development of best practices to make transcripts or records of proceedings of meetings with analysts / other investor relations conferences available on the official website to ensure official confirmation and documentation of disclosures made.
- 1.5 The authorised official who makes official communication shall ensure release of all official press releases simultaneously to Stock Exchanges and media with a copy to CIRO and Company Secretary. These press releases shall also be posted on the website of the Company.
- 1.6 The authorized person who makes official communication shall ensure appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities / stock exchanges in consultation with Head of the concerned department to which the news report / market rumor pertains and the CIRO.
- 1.7 The Company Secretary shall ensure that disclosures of shareholding pattern, quarterly & annual financial results, dividend and record date/book closure, etc., with Stock Exchanges as required under relevant SEBI regulations are made in a timely and adequate manner.
- 1.8 Appointment of Directors or Key Managerial Personnel shall be promptly disclosed to the Stock Exchanges. However, Trading Window shall not be closed in this regard unless Compliance Officer decides otherwise.
- 1.9 The Board may, if deemed fit, advice any additional disclosure with respect to decision on any



agenda item placed before the Board. The Company Secretary shall ensure prompt disclosure of the same in accordance with Board's directions.

- 1.10 Any other material event bearing on the performance or operations of the Company as well as UPSI pertaining to any specific function, division or unit shall be promptly reported to the CIRO by concerned functional head or unit / division head. The Compliance Officer after taking approval of Managing Director shall communicate the same to Stock Exchanges, under intimation to CIRO.

2. **DISSEMINATION OF UPSI AND DETERMINATION OF LEGITIMATE PURPOSES**

- 2.1 The Company will handle all UPSI within the Company on a need-to-know basis and not communicate, provide or allow access, except where such communication is in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations. Sharing of UPSI for Legitimate Purposes shall be subject to the prior approval of the Compliance Officer under this Code.

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

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

- 2.3 Persons in receipt of UPSI pursuant to a Legitimate Purpose shall be considered an "Insider" for purposes of this Code and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with this Code.

- 2.4 The Board or head(s) of the organization of every person required to handle UPSI shall ensure that a structured digital database is maintained containing the nature of UPSI and the names of such persons who have shared the information and also the names of such persons with whom information is shared under the Regulations along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non- tampering of the database.

2.5 **Determination of Legitimate Purpose**

While the description of "Legitimate Purpose" as set out in the Regulations is inclusive and wide in its construct, Designated Persons, Insiders and their Immediate Relatives may be guided by the following illustrations for sharing any UPSI, each of which qualify as "Legitimate Purpose":



- (a) any information divulged based on a query received from Ministry of Corporate Affairs, Income Tax Authority, SEBI, Stock Exchanges, Reserve Bank of India, Sectoral Regulatory Body or any other governmental authority;
- (b) any information disclosed to governmental authorities including National Company Law Tribunal, National Company Law Appellate Tribunal, Quasi-judicial authorities, other Appellate Tribunals, arbitration tribunals;
- (c) sharing the relevant UPSI by Designated Persons for advice, consultation, valuation, fund raising or other intermediation and approvals in relation to the subject matter of a proposed deal, assignment, tie-up, venture or fund raising;
- (d) sharing the relevant UPSI with intermediaries, fiduciaries, merchant bankers, advisors, lawyers, bankers, consultants, valuers, auditors, insolvency professionals, business support agents, transaction processing service providers in order to avail professional services from them;
- (e) sharing the relevant UPSI for advice, consultation, transaction support, intermediation and approvals on projects relating to enterprise transformation, strategy, change management, analytics, re-organization, operation improvement, technology and similar domain;
- (f) sharing the relevant UPSI with business partners essential to fulfill the terms and conditions of a business contract with a client, vendor, collaborator or lender;
- (g) sharing the relevant UPSI for advice, consultation, transaction support, intermediation and approvals in the process of evaluation of new products, business opportunities and new lines of business;
- (h) sharing the relevant UPSI for statutory consolidation requirements or related customary disclosure obligations; and
- (i) sharing the relevant UPSI with persons engaged or involved in the processes leading to disclosure of events set out in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **3. COMMUNICATIONS AND AMENDMENTS**

- 3.1 This Code will be communicated to each Designated Persons, Connected Persons and Directors by email or by hand and will be displayed on the website of the Company.
- 3.2 The Board shall have the full authority to amend or modify this Code and waive any procedural requirements of the policies subject to the guidelines issued by SEBI from time to time.



**ANNEXURE 1**  
**APPLICATION FOR PRE-CLEARANCE**

Date:

To,  
Compliance Officer

[●]

Dear Sir/Madam,

**Sub: Application seeking pre-clearance approval for Trading in Securities of the Company**

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons & Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**, I seek approval to purchase / sale / subscription of \_\_\_\_\_ [*insert name of securities*] of the Company as per details given below:

A	Name of the Applicant	
B	Designation, if any	
C	Number of securities held as on date	
D	Folio No. / DP ID / Client ID No.	
E	The Proposal is for	a) Purchase of Securities b) Subscription of Securities c) Sale of Securities
F	Proposed date of dealing in Securities	
G	Estimated number of Securities proposed to be acquired / subscribed / sold	
H	Price at which the transaction is proposed	
I	Current Market price (as on date of application)	
J	Whether the proposed transaction will be through stock exchange or off-market deal	
K	Folio No. / DP ID / Client ID no. where the securities will be credited / debited	

I enclose herewith the undertaking signed by me.

Yours faithfully,

\_\_\_\_\_

(Signature)



**ANNEXURE 2**

**UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE**

To,  
Compliance Officer  
[●]  
Dear Sir/Madam,

I, ..... (Name and Designation) residing at  
....., am desirous of dealing in ..... [*insert name of securities*] of the Company as mentioned in my application dated ..... for pre-clearance of the transaction.

As required by the Internal Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015 of [●] (“**Code**”), I hereby state that:

- (a) I have no access to nor do I have any information that could be construed as “Unpublished Price Sensitive Information” as defined in the Code up to the time of signing this undertaking;
- (b) In the event that, I have access to or received any information that could be construed as “Unpublished 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.
- (c) I have not contravened the provisions of the Code as notified by the Company from time to time.
- (d) I have made full and true disclosure in the matter.

Date:

Signature:

Name:





**ANNEXURE 3**  
**PRE-CLEARANCE APPROVAL LETTER**

Date:

To,  
Name :

Emp. No :  
Designation :

**Sub: Pre-clearance approval for Trading in [insert name of securities] of [●]**

With reference to your application dated ..... seeking approval for undertaking certain transactions in the [insert name of securities] of the Company, please be informed that you are hereby permitted to undertake the said transaction(s). You may buy/sell in not more than ..... [insert name of securities] of the Company pursuant to this approval letter.

This approval is being issued relying on the various declarations and indemnities made by you in your said application.

This approval letter is valid till ..... (i.e. for 7 Trading Days) If you don't execute the approved transaction / deal on or before this date, you would have to seek fresh pre-clearance approval before executing any transaction / deal. 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.

Yours Truly,

**For [insert name of the Company]**

**Compliance Officer**



**ANNEXURE 4**  
**CONFIRMATION OF TRADE**

To,  
Compliance Officer  
[●]

I, ..... (Name and Designation) residing at ..... , hereby inform that I [have not bought / sold / subscribed any Securities of the Company] OR [have bought/sold/subscribed to ..... securities as mentioned below on ..... (date)]

Name of the Holder	No. of Securities dealt with	Bought / Sold / Subscribed	DP ID / Client ID / Folio No.	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery Instruction Slip (applicable in case of sale transaction).

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

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

Date:

Signature:

Name:

Designation