

O. P. CHAINS LIMITED
CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING
&
CODE OF
CORPORATE DISCLOSURE PRACTICES

INTRODUCTION

Insider trading means dealing in Securities of a Company by its Directors, Employees or other Insiders based on unpublished Price Sensitive Information. Such dealings by Insiders erode the investors' confidence in the integrity of the management and are unhealthy for the capital markets.

The Securities and Exchange Board of India (SEBI), in its endeavour to protect the interests of investors in general, has formulated the SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time [hereinafter referred to as the Regulations] under the powers conferred on it under the SEBI Act, 1992. These regulations are made applicable to all companies whose shares are listed on Indian Stock Exchange(s).

The objective is to provide for a level playing field for the Company employees and the outside investors in the securities, thereby ensuring transparency and fair play in securities' transaction(s). SEBI seeks to achieve this objective through barring insiders of a listed Company to deal in its securities, while in possession of unpublished price sensitive information.

As per these Regulations

"No Insider shall -

(i) either on his own behalf or on behalf of any other person, deal in securities of a Company listed on any stock exchange(s) when in possession of any unpublished price sensitive information;

or

(ii) communicate or counsel or procure directly or indirectly any unpublished price sensitive information to any person who, while in possession of such unpublished price sensitive information shall not deal in securities;

Provided that nothing contained above shall be applicable to any communication required in the ordinary course of business or profession or employment or under any law.

It is also mandatory in terms of the Regulations for every listed Company/entity to formulate a Code of Conduct for Prevention of Insider Trading for its Directors, Officers and Employees as also a Code of Corporate Disclosure Practices.

In line with the above and in order to comply with the mandatory requirement of these Regulations, it is necessary to formulate a specific Code of Conduct for O. P. Chains Limited for use by its Directors, Officers and Employees.

This document embodies the Code of Conduct for Prevention of Insider Trading (Code) to be adopted by O. P. Chains Limited and followed by its Directors, Officers and other Employees. The Code is based on the principle that Directors, Officers, and Employees of O. P. Chains Limited owe, among others, a fiduciary duty to the shareholders of the Company to place the interest of the shareholders above their own and conduct their personal securities transactions in a manner that does not create any conflict of interest situation. The Code is also intended to serve as a guiding charter for all concerned persons associated with the functioning of listed companies and their dealings in Securities of such companies. Further, the Code also seeks to ensure timely and adequate disclosure of Price Sensitive Information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company's Securities.

DEFINITIONS

As used in this Code

(a) **Board** means Board of Directors of the Company.

(b) **Code** means this Code of Conduct for Prevention of Insider Trading as applicable, including modifications made thereto from time-to-time.

(c) **Company** means O. P. Chains Limited.

(d) **Compliance Officer** means an Employee appointed by the Board for the implementation of and overseeing compliance with the Regulations and the Code across the Company.

(e) **Dealing in Securities** means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in the Securities of the Company either as principal or agent.

(f) **Designated Employee** means

(i) such employees in the top three layers of the management as may be identified by the Compliance Officer in consultation with the Managing Director or the Chief Executive Officer of the Company

and

(ii) any other employee as may be designated by the Compliance Officer in consultation with the Managing Director or Chief Executive Officer of the Company considering the objectives of the Code

And

(iii) compliance officer of the company

(g) **Director** means a director appointed to the Board of a Company.

(h) **Dependent** shall include the spouse, children, and parents who are financially dependent on the Specified Persons and such other family members of the Specified Persons as may be notified by him/her.

(i) **Employee** means every employee of the Company (whether working in India or abroad) including the Directors in the employment of the Company.

(j) **Insider** means any person who, is or was connected with the Company or is deemed to have been connected with the Company, and who is reasonably expected to have access to unpublished Price Sensitive Information in respect of Securities of the Company, or who has received or has had access to such unpublished Price Sensitive Information.

(k) **Officer** includes any Director, Manager or Company Secretary or any person in accordance with whose directions or instructions the Board of Directors of the Company or any one or more of the Directors is or are accustomed to act including an Auditor.

(l) **Price Sensitive Information** means any information, which relates directly or indirectly to the Company and which if published, is likely to materially affect the price of Securities of the Company.

Explanation:

The following shall be deemed to be Price Sensitive Information

- ◆ Periodical financial results of the Company
- ◆ Intended declaration of dividends (both interim & final)
- ◆ Issue of securities or buy back of securities
- ◆ Major expansion plans or execution of new projects
- ◆ Amalgamation, mergers or takeovers
- ◆ Disposal of the whole or substantial part of the undertaking
- ◆ Any significant changes in policies, plans or operations of the Company

(m) **Securities** includes:

(i) shares, scrips, bonds, debentures, debenture stock or other marketable securities of a like nature

(ii) such other instruments recognized as securities and issued by the Company from time-to-time,

but shall not include any kind of derivatives in the Securities of the Company

(n) **Specified Persons** - the Directors, the Officers, the Designated Employees are collectively referred to as Specified Persons

(o) **Working Day** shall mean the working day when the regular trading is permitted on the concerned stock exchange(s) where the securities of the Company are listed

All terms used in this Code but not defined hereinabove shall have the meanings ascribed to them under the Regulations or the Companies Act, 2013

COMPLIANCE OFFICER

The Board of the Company shall appoint the Company Secretary as the Compliance Officer to ensure compliance and for effective implementation of the Regulations and also this Code across the Company.

The Compliance Officer shall report to the Managing Director or Chief Executive Officer as the case may be.

The Compliance Officer shall hold the position so long as he/she is in the employment of the Company. Till such time a successor is appointed, the Head of Finance shall, in the interim period act as the Compliance Officer.

In order to discharge his/her functions effectively the Compliance Officer shall be adequately empowered and provided with adequate manpower and infrastructure to effectively discharge his/her functions. In the performance of his/her duties, the Compliance Officer shall have access to all information and documents relating to the Securities of the Company.

The Compliance Officer shall act as the focal point for dealings with SEBI in connection with all matters relating to the compliance and effective implementation of the Regulations and this Code.

DUTIES OF THE COMPLIANCE OFFICER

The Compliance Officer shall be responsible for

- ◆ Setting forth policies in consultation with the Board of Directors/Managing Director.
- ◆ Prescribing procedures for various activities referred to in the Code.
- ◆ Monitoring adherence to the rules for the preservation of "Price Sensitive Information".
- ◆ Grant of pre-dealing approvals to the Specified Persons for dealings in the Company's Securities by them / their Dependents and monitoring of such dealings.
- ◆ Implementation of this Code under the general supervision of the Board of Directors.

The Compliance Officer shall maintain a record (either manual or in electronic form) of the Specified Persons and their Dependents and changes thereto from time-to-time.

The Compliance Officer shall assist all the Employees in addressing any clarifications regarding the Regulations and this Code.

The Compliance Officer shall place status reports before the Board of Directors, detailing dealings in the Securities by the Specified Persons along with the documents that such persons had executed in accordance with the pre-dealing procedure prescribed under the Code on a monthly basis.

RESPONSIBILITIES OF DIRECTORS, OFFICERS ETC.

Preservation of Price Sensitive Information

All the Specified Persons shall maintain the confidentiality of all Price Sensitive Information (PSI) coming into their possession or control.

To comply with this confidentiality obligation, the Specified Persons shall not:

- (i) Pass on PSI to any person directly or indirectly by way of making a recommendation for the purchase or sale of Securities of the Company or
- (ii) Disclose PSI to their family members, friends, business associates or any other individual or
- (iii) Discuss PSI in public places or
- (iv) Disclose PSI to any Employee who does not need to know the information for discharging his or her duties or
- (v) Recommend to anyone that they may undertake Dealing in Securities of the Company while being in possession, control or knowledge of PSI or
- (vi) Be seen or perceived to be Dealing in Securities of the Company on the basis of unpublished PSI.

Need to know

The Specified Persons who are privy to unpublished PSI shall handle the same strictly on a "Need to Know" basis. This means the unpublished PSI shall be disclosed only to those persons within the Company who need to know the same in the course of performance or discharge of their duty and whose possession of unpublished PSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

All non-public information directly received by any Employee shall be immediately reported to the Head of the Department.

Limited access to confidential information

The Specified Persons privy to confidential information shall, in preserving the confidentiality of information, and to prevent its wrongful dissemination, adopt among others, the following safeguards

- ◆ Files containing confidential information shall be kept secure.
- ◆ Computer files must have adequate security of login through a password.
- ◆ Follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time to - time in consultation with the person in charge of the information technology function.

TRADING WINDOW

All Directors/Officers and Designated Employees of the Company shall be subject to trading restrictions as mentioned below.

- ◆ Other than the period(s) for which the Trading Window (i.e., Trading Period) is closed as prescribed hereunder, the same shall remain open for Dealing in the Securities of the Company.
- ◆ Unless otherwise specified by the Compliance Officer, the Trading Window for Dealing in Securities of the Company shall be closed for the following purposes
 - (a) declaration of financial results (quarterly/ half yearly/ annual) stand alone and consolidated.
 - (b) declaration of dividends (interim and final).
 - (c) issue of Securities by way of public/rights/bonus etc.
 - (d) any major expansion plans or execution of new projects
 - (e) amalgamation, mergers, takeovers and buy-back
 - (f) disposal of whole or substantially whole of the undertaking, and
 - (g) any significant changes in policies, plans or operations of the Company.
- ◆ Trading Window shall be closed 7 days before the date of Board Meeting related with any item of the PSI specified above.
- ◆ Trading window shall open 24 hours after the PSI is published or made available to the general public.

All the Specified Persons shall strictly conduct all their dealings in the Securities of the Company only when the Trading Window is open and no Specified Person shall deal in the Securities of the Company during the period the Trading Window is closed or during any other similar period as may be specified by the Compliance Officer from time-to-time.

In case of ESOP exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOP shall not be allowed when trading window is closed.

PRE-CLEARANCE OF DEALS IN SECURITIES

Applicability

Every Specified Person shall obtain a pre-dealing approval as per the procedure prescribed hereunder for any dealing in any Securities of the Company proposed to be undertaken by such Specified Person / his /her Dependent.

Such pre-dealing approval would be necessary, only if the cumulative dealing in any financial year exceeds 25,000 Securities or Rs. 5 lakhs (market value) or 1% of total shareholding or voting rights, whichever is higher.

No Specified Person shall at any time, enter into and take positions in derivative transactions in the Securities of the Company.

Pre-clearance Procedure

For the purpose of obtaining a pre-dealing approval, the concerned Specified Person shall make an application in the prescribed form (see Annexure 1) to the Compliance Officer. The Compliance Officer should submit this application for pre-dealing approval to the Managing Director/Chief Executive Officer. Such application should be complete and correct in all respects and should be accompanied by such undertakings (see Annexure 2), declarations, indemnity bonds and other documents/papers as may be prescribed by the Compliance Officer from time-to-time. Such application for pre clearance of dealing, along with the enclosures must necessarily be sent through electronic mail followed by hard copies of all the documents. The e-mail for this purpose should be sent to the Compliance Officer on the official e-mail id.

Approval

(a) The Compliance Officer shall consider the application made as above and shall approve it forthwith preferably on the same working day but not later than the next working day unless he/she is of the opinion that grant of such an approval would result in a breach of the provision of this Code, or the Regulations. Such approval/rejection would be conveyed through electronic mail and if no such approval / intimation of rejection is received within a period of 2 (two) working days, the applicant can presume that the approval is given.

(b) Every approval letter shall be issued in such format (see Annexure 3) as may be prescribed by the Company from time-to-time. Every approval shall be dated and shall be valid for a period of 1 (one) week from the date of approval.

(c) In the absence of the Compliance Officer due to leave etc., the Officer designated by him/her (with the consent of Managing Director/Chief Executive Officer) from time-to-time shall discharge the function referred to in (a) above.

Completion of Pre-cleared Dealing

(a) All the Specified Persons shall ensure that they / their Dependents complete the execution of every pre-cleared deal in the Company's Securities as prescribed above not later than 1 (one) week from the date of the approval, and file within two working days of the execution of the deal, the details of such deal, with the Compliance Officer in the prescribed form (see Annexure 4). In case the transaction is not undertaken, a report to that effect shall be filed (see Annexure 4).

(b) If a deal is not executed by the concerned Specified Person /Dependent pursuant to the approval granted by the Compliance Officer within 1 (one) week , the Specified Person shall apply once again to the Compliance Officer for pre clearance of the transaction covered under the said approval.

ADVICE REGARDING PRE-CLEARANCE

In case of doubt, the Specified Person shall check with the Compliance Officer or the Officer designated by him/her from time-to-time whether the provisions relating to pre-clearance are applicable to any proposed transaction in the Company's Securities.

DISCLOSURES / REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

INITIAL DISCLOSURES

Initial disclosure has to be made by following persons

- ◆ Any person who holds more than 5% shares or voting rights in the Company shall make disclosure in Form A (see Annexure 5) stating the number of shares or voting rights held on becoming such holder within two working days of receipt of intimation of allotment of shares or the acquisition of shares or voting rights as the case may be.
- ◆ Any Director/Officer of the Company shall make disclosure in Form B (see Annexure 6) stating the number of shares or voting rights held and the position taken in derivatives by them and their dependents within two working days of becoming a Director or Officer of the Company.
- ◆ Any person who is a promoter or part of promoter group shall make disclosure in Form B (see Annexure 6) stating the number of shares or voting rights held within two working days of becoming such promoter or person belonging to promoter group.
- ◆ Any Designated employee of the Company shall make disclosure in Form B1(see Annexure 7) stating the number of shares or voting rights held within two days of joining the Company.

CONTINUAL DISCLOSURES

Continual disclosure has to be made by following persons

- ◆ Any person who holds more than 5% shares or voting rights in the Company, if there is a change (+/-) of more than 2% of the total shareholding or voting rights in the Company.
- ◆ Any Director/Officer of the Company, if there is a change (+/-) in his/her shareholding or voting rights OR his/her dependents' shareholding or voting rights such that the change exceeds Rs.5 lakhs in value/25000 shares/1% of total shareholding or voting rights whichever is lower.
- ◆ Any promoter/any person belonging to promoter group if there is change(+/-) in his/her shareholding or voting rights such that the change exceeds Rs.5 lakhs in value/25000 shares/1% of total shareholding or voting rights whichever is lower.
- ◆ Any designated employee whenever a pre cleared transaction is carried out.

The above continual disclosures shall be made within two working days of

(a) The receipt of intimation of allotment of shares

OR

(b) The acquisition or sale of shares or voting rights as the case may be

Forms /Contents of continual disclosures

- ◆ For persons with more than 5% shareholding or voting rights, FORM C (see Annexure 8)
- ◆ For Directors / Officers / Promoters or Person who is part of Promoter Group/ Designated Employees, FORM D (see Annexure 9)

The Company shall within two working days of receipt of information under the above initial and continual disclosures send to all the stock exchanges on which the Company is listed, information in the respective formats.

The Director/Officer of the Company and the promoter/any person belonging to promoter group, shall also file the disclosures made in Form D as above, with the Stock Exchange where the securities of the Company are listed.

In addition to complying with the reporting requirements as prescribed under this Code, all the Specified Persons shall submit half yearly statement in Form E (see Annexure 10) by the 15th of April and October every year giving details of all their/their dependent's dealings in Securities of the Company during the preceding six months

and

Annual statement of all holdings in Company's Securities by them/their dependents as on 31st March every year in Form F (see Annexure 11) by the 15th of April.

The Compliance Officer shall maintain records of all the disclosures/declarations in an appropriate form for a minimum period of 3 (three) years from the date of the filing thereof.

PENALTY FOR CONTRAVENTION

Every person, to whom the Code is applicable, shall be individually responsible for complying with the provisions of this Code (including to the extent the provisions hereof are applicable to his/ her dependants).

Any person who violates the Code, shall, in addition to any other penal action that may be taken against him under any law, also be subject to disciplinary action by the Company.

The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time.

In case it is observed by the Company/Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time. SEBI shall be informed by the Company.

ANNEXURES

1	Format for application for pre-dealing approval		
2	Format of Undertaking that accompanies the above application for pre-dealing		
3	Format of Pre-dealing approval letter		
4	Details of the Deal/Disclosure of transaction		
5	Form A	U/R 13(1) 13(6)	Details of acquisition of 5% or more shares/voting rights.
6	Form B	U/R 13(2), 13(2A) & 13(6)	Details of shares or voting rights held by Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a listed Company, or positions taken in derivatives by Director or Officer of a listed Company and his dependents.
7	Form B1	Company Policy	Initial Disclosure by Designated Employees.
8	Form C	U/R 13(3) & 13(6)	Details of change in shareholding in respect of persons holding more than 5% shares in a listed Company
9	Form D	U/R 13(4),13(4A) & 13(6) and Company Policy	Details of change in shareholding or voting rights held by Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a listed Company. and Statement of Holdings after dealing in pre-cleared transaction, by Designated Employees
10	Form E	Company Policy	Half Yearly Disclosure by Director(s) / Officer(s)/ Designated Employees & their dependents
11	Form F	Company Policy	Annual Disclosure by Director(s) / Officer(s)/ Designated employees & their dependents

ANNEXURE 1

APPLICATION FOR PRE-DEALING APPROVAL IN SECURITIES OF THE COMPANY

To,

The Compliance Officer
Limited
 Registered Office Address

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time and the Company's Code of Conduct for Prohibition of Insider trading, I seek approval for purchase/ sale/ subscription of the securities of the Company as detailed below:

Name: _____

State whether {Director/Officer/Designated Employee /Dependent}

Nature of transaction (Buy/ sell/ Subscribe)	*Name of Proposed Buyer/ Seller	No. Of Securities to be dealt	**Date of purchase / allotment	***Previous approval no. and date for purchase/ allotment)	DP/BEN ID of the account / folio no. where the securities will be credited/ debited	No. of Securities held in such Account /Folio No.
					DP ID _____ BEN ID _____ FOLIO NO	

* applicable for off market transaction

** applicable only if the application is in respect of sale of Securities

*** applicable only if the application is in respect of sale of Securities for which an earlier purchase sanction was granted by the Compliance Officer

I enclose herewith the form of undertaking signed by me.

Signature
 Name
 Date:

Note:

This application has to be necessarily submitted through electronic mail to the Compliance Officer on the official e-mail id followed by a hard copy.

ANNEXURE 2

UNDERTAKING TO BE EXECUTED AND ACCOMPANIED WITH THE APPLICATION FOR PRE-DEALING

To,

The Compliance Officer
.....Limited
Registered Office Address

I, _____s/o_____r/o,_____hereby declare that

1. I am a Director/Officer/ Designated Employee (state designation) of Limited.
2. I am not in possession of or otherwise privy to any unpublished price sensitive information up to the time of signing this undertaking.
3. In case I have access to or I receive any price sensitive information after signing this undertaking but before execution of the transaction, I shall inform the Compliance Officer of the change in my position and I would, and ensure that my dependents would, completely refrain from dealing in the securities of the Company till the time such price sensitive information becomes public.
4. I have not contravened the Company Code on prohibition of Insider Trading.
5. I shall execute my order in respect of securities of the Company within one week after the approval of pre-dealing is given. If the order is not executed within one week after the approval is given, I undertake to obtain pre-dealing approval for the transaction again.
6. I undertake to submit the necessary report within 2 (Two) days of execution of the transaction/ a "NIL" report if the transaction is not undertaken.
7. I shall not engage into the reverse transaction i.e., Buying/ Selling of shares, within 6 months of buying/ selling respectively.
8. I am aware that I shall be liable to face penal consequences as set forth in the Code including the disciplinary action under the code of the Company, in case the above declarations are found to be misleading or incorrect at any time.
9. I have made full disclosure in the matter

Signature
Name
Date

ANNEXURE 3
PRE DEALING APPROVAL LETTER

Approval No:

To,

Dear Mr./Mrs.

Sub: Approval/Disapproval of your application dated _____ for pre dealing approval

With reference to your above application seeking approval for undertaking certain transactions in Securities of the Company detailed therein, please be informed that you are/your Dependent _____ is hereby authorised/not authorised to undertake the transaction(s) as detailed in your said application.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This approval letter is valid till ____ (i.e. for one {1} week). If you /your Dependent do (es) not execute the approved transaction /deal on or before this date you would have to seek fresh pre-dealing approval before executing any transaction/deal in the Securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within two {2} working days from the date of transaction/deal. In case the transaction is not undertaken a "Nil" report shall be necessary.

Yours truly,

Compliance Officer

Encl: Format for submission of details of transaction

ANNEXURE 4

FORMAT FOR DISCLOSURE OF TRANSACTIONS
(To be submitted within two {2} working days of transaction/Dealing in Securities of the Company)

Date:

To,

The Compliance Officer
.....Limited
Registered Office Address

Dear Sir,

DETAILS OF TRANSACTION

Ref: Your Approval letter No. _____ dated _____ (in case of Pre-approved transaction)

I hereby inform you that I / my _____

- have not bought/sold/subscribed any Securities of the Company
- have bought/sold/subscribed to the _____ Securities (give description) as mentioned below on _____ (insert date)

Name of holder	** First or joint holder	No. of Securities dealt with	Bought / Sold/ Subscribed	DP ID/CLIENT ID (electronic form) or Folio no. for physical where the Sec. will be debited or credited	Price (Rs)

** "F" first holder "J" joint holder

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 (Three) 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 declare that the above information is correct and that no provisions of the Company's Insider Trading Code and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

I agree not to buy/sell the Securities for a period of six months from the date of the aforesaid transaction (applicable in case of purchase / sale transaction by Specified Persons only).

I agree to hold the above Securities for a minimum period of 30 days from the date of allotment (applicable in case of subscription in the primary market [initial public offers] by Specified Persons only). In case there is any urgent need to sell these Securities within the said period, I shall approach the Company (Compliance Officer) for necessary approval.

Signature
Name
Date

- Strike out whichever is not applicable.

ANNEXURE 5

FORM A

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
[Regulation 13(1) and 13(6)]

Regulation 13(1) - Details of acquisition of 5% or more shares in a listed Company

Name, PAN No. & address of shareholder with telephone number	Shareholding prior to acquisition	No. and percentage of shares/voting rights acquired	Date of receipt of allotment/advice. Date of acquisition (specify)	Date of intimation to Company	Mode of acquisition (market purchase/public/rights/preferential offer etc.)	Shareholding subsequent to acquisition	Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value

Signature
Date:

ANNEXURE 6

FORM B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
[Regulation 13(2), 13(2A) and 13(6)]

Details of shares or voting rights held by Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a listed Company, or positions taken in derivatives by Director or Officer of a listed Company and his dependents

Name, PAN No. & Address of Promoter/ Person who is part of Promoter Group/Director/ Officer	Date of assuming office of Director/ Officer or Date of becoming Promoter/ part of Promoter Group	No. & % of shares/voting rights held at the time of becoming Promoter/ part of Promoter Group/Director/ Officer	Date of intimation to Company	Mode of acquisition (market purchase/ public/ rights/ preferential offer etc.)	Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value

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

Signature
Date:

ANNEXURE 7

FORM B1

INITIAL DISCLOSURE OF DETAILS OF SHARES HELD BY DESIGNATED EMPLOYEES AND THEIR DEPENDANTS

To,

The Compliance Officer
.....Limited
Registered Office Address

I. Details of shareholding of Designated Employee held in his / her own name

Name	Designation	Date of becoming Designated Employee	No. of shares held	Date of Acquisition	Folio no. / DPID/ Client ID

II. Details of shares held by the dependant family members

Name of dependent	Relationship	No. of shares held	Folio No/ DPID/ Client ID

Signature
Date

ANNEXURE 8

FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 [Regulation 13(3) and 13(6)]

Regulation 13(3) — Details of Change in shareholding in respect of person holding more than 5% shares in a listed Company

Name, PAN No. & Address of Shareholders	Shareholding prior to acquisition/sale	No. & % of shares/voting rights acquired / sold	Receipt of allotment advice/acquisition of shares/sale of shares specify	Date of intimation to Company	Mode of acquisition (market purchase / public/rights/preferential offer etc.)	No. & % of shares/voting rights post acquisition/sale	Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value

Signature
Date

ANNEXURE 9

FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
[Regulation 13(4), 13(4A) and 13(6)]

Details of change in shareholding or voting rights held by Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a listed Company.

+

Statement of Holdings after dealing in pre-cleared transaction, by Designated Employees

Name, PAN No. & Address of Promoter/ Person who is part of Promoter Group/Director/ Officer	No. & % of shares/ voting rights held by the Promoter/ Person who is part of Promoter Group/Director/ Officer	Date of receipt of allotment advice/ acquisition/ sale of shares/ voting rights	Date of intimation to Company	Mode of acquisition (market purchase / public/ rights/ preferential offer etc.)/sale	No. & % of shares/ voting rights post acquisition/ sale	Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value

Signature

Date:

ANNEXURE 10

FORM E

FORMAT OF HALF-YEARLY STATEMENT OF DEALINGS BY DIRECTORS/OFFICERS/DESIGNATED EMPLOYEES AND THEIR DEPENDENTS

Date:

To,

The Compliance Officer
.....Limited
Registered Office Address

Dear Sir,

STATEMENT OF DEALINGS IN SECURITIES OF LTD.

During ____ to ____, I along with my Dependents have undertaken the following transactions in the Securities of the Company

Description of security

PAN No.	Name of Holder(s) with folio number / DP ID & Client ID	Nature of Transaction	Date of the Transaction	Number of Securities	Price at which Transaction undertaken	Holding post the Transaction

Signature
Date

ANNEXURE 11

FORM F

FORMAT OF ANNUAL STATEMENT OF HOLDINGS BY DIRECTORS/OFFICERS/DESIGNATED EMPLOYEES AND THEIR DEPENDENTS

Date

To,

The Compliance Officer
.....Limited
Registered Office Address

Dear Sir,

STATEMENT OF SHAREHOLDINGS IN S..... LTD.

As on _____, I along with my Dependents hold the Securities of the Company, details whereof are as under

Description of Security

PAN No.	Name of Holder	Physical Holdings		Electronic Holdings		
		Folio No.	Total holdings	DP ID	Client ID	Total holdings

Signature
Date

CODE OF
CORPORATE DISCLOSURE PRACTICES

OVERSEEING AND CO-ORDINATING DISCLOSURE

The Compliance Officer of the Company shall be responsible to ensure timely and adequate disclosure of Price Sensitive Information pursuant to this Code as required under the Regulations.

The Compliance Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and co-ordinating disclosure of Price Sensitive Information to stock exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedures.

All disclosure/dissemination whatsoever of any information (save and except disclosure required to be made under any law or under this Code) on behalf of the Company shall be first marked to the Compliance Officer for approval. Any such information shall be made public or published on behalf of the Company only if the same is approved by the Compliance Officer. In case of doubt, the Compliance Officer, shall consult and seek approval of the Managing Director/ Chief Executive Officer before dissemination of such information.

Should any dissemination of information on behalf of the Company takes place without prior approval referred above, out of accidental omission, by any Employee or Director of the Company, such Employee/Director shall forthwith inform the Compliance Officer about such disclosure irrespective of the fact whether such information is Price Sensitive Information or not.

RESPONDING TO MARKET RUMOURS

The Employees/Directors of the Company shall promptly direct any queries or requests for verification of market rumours received from stock exchanges or from the press or media or from any other source to the Compliance Officer.

The Compliance Officer shall on receipt of requests as aforesaid, consult the Managing Director/ Chief Executive Officer as the case may be and respond to the same without any delay.

The Compliance Officer shall also be responsible for deciding in consultation with the Managing Director/Chief Executive Officer of the Company as to the necessity of a public announcement for verifying or denying rumours and thereafter making appropriate disclosures.

All the requests/queries received shall be documented and as far as practicable, the Compliance Officer shall request for such queries/requests in writing. No disclosure in response to the queries/request shall be made by the Compliance Officer unless the Managing Director/ Chief Executive Officer approves the same.

TIMELY REPORTING OF SHAREHOLDING/OWNERSHIP AND CHANGES IN OWNERSHIP

The Compliance Officer shall be responsible for ensuring that disclosures of shareholdings/ownership of major shareholders and disclosure of changes in ownership as required under the Stock Exchange Listing Agreements and/or any rules/regulations made under the Securities & Exchange Board of India Act, 1992, as amended from time to time are made in a timely and adequate manner.

Any such shareholding/ownership reporting by the Compliance Officer shall also be reported to the Managing Director/ Chief Executive Officer from time-to-time.

DISCLOSURE/DISSEMINATION OF PRICE SENSITIVE INFORMATION WITH SPECIAL REFERENCE TO ANALYSTS, INSTITUTIONAL INVESTORS

No person, except those authorized by the Compliance Officer shall disclose any information relating to the Company's Securities to analysts and institutional investors. The Compliance Officer shall be invited to meetings/conferences organized by the Company with the analysts/institutional investors.

All Directors, Officers and Employees of the Company should follow the guidelines given hereunder while dealing with analysts and institutional investors.

Sharing of non - public information

The Directors, Officers and Employees shall provide only public information to the analysts/ research persons/ large investors like institutions. In case non-public information is proposed to be provided, the person proposing to so provide the information shall consult the Compliance Officer in advance. The Compliance Officer in such cases shall ensure that the information provided to the analyst/research person/investor as above is made public simultaneously with such disclosure.

Handling of unanticipated questions

The Company shall take extreme care and caution when dealing with analysts' questions that raise issues outside the intended scope of discussion.

The Compliance Officer should tackle the unanticipated questions carefully. The unanticipated questions may be noted and a considered response be given later in consultation with the Managing Director/ Chief Executive Officer. If the answer to any question requires dissemination of Price Sensitive Information, the Compliance Officer shall report the same to the Managing Director/Chief Executive Officer and obtain necessary approval for its dissemination to the Stock Exchanges/public

announcement through press. The Compliance Officer shall after dissemination of such Price Sensitive Information aforesaid, respond to such unanticipated questions.

Recording of discussion

All the analyst, broker or Institutional Investor meetings shall be attended by the Compliance Officer and another senior Employee(s) of the Company. The Compliance Officer in order to avoid misquoting or misrepresentation shall arrange for recording the discussions at the meeting.

Simultaneous release of information

Whenever the Company proposes to organise meetings with investment analysts/institutional investors, the Company shall make a press release or post relevant information on its website after every such meeting. The Company may also consider live webcasting of analyst meets.

The Compliance Officer shall be responsible for drafting of the press release or the text of the information to be posted on the Company's web-site, in consultation with the Managing Director/Chief Executive Officer.

Medium of disclosure/ dissemination

The Company shall disseminate all Price Sensitive Information on a continuous and in a timely manner to stock exchanges where its Securities are listed and thereafter to the press.

As a good corporate practice, the Price Sensitive Information disclosed to the Stock Exchanges and to the Press may also be supplemented by prompt updates on the Company's web-site. The Company may also consider other modes of public disclosure of Price Sensitive Information so as to improve investor access to the same.

The Compliance Officer shall mark a copy of the press release to the concerned departmental head of the Company simultaneously, for supplementing the LTD.'s website www.....com

The information filed by the Company with the Stock Exchange(s) under the Stock Exchange Listing Agreement shall also be posted on the Company's website.

APPENDIX

EXTRACTS OF SECTION 15G AND 24 OF THE SEBI ACT, 1992

Penalty for insider trading

15G. If any insider who,—

- (i) either on his own behalf or on behalf of any other person, deals in securities of a body corporate listed on any stock exchange on the basis of any unpublished price-sensitive information; or
- (ii) communicates any unpublished price-sensitive information to any person, with or without his request for such information except as required in the ordinary course of business or under any law; or
- (iii) counsels, or procures for any other person to deal in any securities of any body corporate on the basis of unpublished price-sensitive information,

shall be liable to a penalty of twenty-five crore rupees or three times the amount of profits made out of insider trading, whichever is higher.

Offences

24. (1) Without prejudice to any award of penalty by the adjudicating officer under this Act, if any person contravenes or attempts to contravene or abets the contravention of the provisions of this Act or of any rules or regulations made thereunder, he shall be punishable with imprisonment for a term which may extend to ten years, or with fine, which may extend to twenty-five crore rupees or with both.

(2) If any person fails to pay the penalty imposed by the adjudicating officer or fails to comply with any of his directions or orders, he shall be punishable with imprisonment for a term which shall not be less than one month but which may extend to ten years, or with fine, which may extend to twenty-five crore rupees or with both.