AGARWAL GROUP

AGARWAL INDUSTRIAL CORPORATION LIMITED

Petrochemicals (Manufacturers & Traders of Bitumen & Bituminous Products) • Logistics for Bitumen & LPG • Wind Mills.

CIN NO.: L99999MH1995PLC084618

April 13, 2019

To,

Scrip Code : 531921 **BSE Limited,** Department of Corporate Services, Phoroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001	**Symbol : AGARIND Series : EQ** **National Stock Exchange of India Limited,** Listing Department, Exchange Plaza, Bandra - Kurla Complex, Bandra (East), Mumbai – 400 051

Sub: Revised Code Under SEBI (Prohibition of Insider Trading) Regulations, 2015

Dear Sir/Madam,

We are enclosing herewith Revised Code of Conduct for Prevention of Insider Trading aligned with the provisions of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 as approved by the Board of Directors in their Board Meeting held on March 30, 2019.

The above is for your perusal and records.

Yours faithfully,

For Agarwal Industrial Corporation Limited

Lucinda D'souza
Company Secretary

Agarwal Industrial Corp. Ltd. AGARWAL GROUP

Registered Office : "Eastern Court", 201/202, Plot No.12, V.N. Purav Marg, S. T. Road, Chembur, Mumbai - 400 071.
• Tel: +91-22-25291149/50. • Fax: + 91-22-25291147. • E-mail : contact@aicltd.in
• Website : www.aicltd.in

REVISED CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

[Pursuant to Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

Introduction

Securities Exchange Board of India (SEBI) has put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof, namely SEBI (Prohibition of Insider Trading) Regulations, 2015 ("said Regulations") effective from May 15, 2015.

Regulation 9(1) of the said Regulations requires listed companies to formulate a code of conduct to regulate, monitor and report trading by its employees and other connected persons, for achieving compliance with the said Regulations, adopting the minimum standards, set out in Schedule B to the said Regulations.

In order to align the content of the Code with the provisions of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Board has, adopted this revised code on March 30, 2019 and the same shall be effective from April 01, 2019.

1. Definitions:

a. "**Act**" means the Securities and Exchange Board of India Act, 1992.

b. "**Board**" means the Board of Directors of Agarwal Industrial Corporation Limited as constituted from time to time

c. "**Compliance Officer**" means the Company Secretary of the Company or in his/her absence any senior officer, designated so and reporting to the Board, who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the Codes under the overall supervision of the Board of Directors.

d. "**Connected Person**" means,-

(i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a 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 unpublished price sensitive information or is reasonably expected to allow such access.

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -

(a) an immediate relative of connected persons specified in clause (i); or

(b) a holding company or associate company or subsidiary company; or

(c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or

(d) an investment company, trustee company, asset management company or an employee or director thereof; or

(e) an official of a stock exchange or of clearing house or corporation; or

(f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or

(g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or

(h) an official or an employee of a self-regulatory organization recognised or authorized by the SEBI ; or

(i) a banker of the company; or

(j) 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 ten per cent. of the holding or interest;

e. "**Designated Persons**" mean and shall include:
1. all the Directors/KMP's of the Company and its material subsidiaries;
2. all management staff of the Grade-General Manager and above of all the Department of the Company and its material subsidiaries;
3. all promoters of the Company;
4. Any support staff such as secretarial staff or IT staff associated with the persons in category (i), (ii) and (iii) above;
5. any other employee as may be designated as such and informed by the Compliance Officer from time to time.

f. "**generally available information**" means information that is accessible to the public on a non-discriminatory basis;

g. "**immediate relative**" 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;

h. "**insider**" means any person who is:
(i) a connected person; or
(ii) in possession of or having access to unpublished price sensitive information;

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

j. "**promoter**" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

(ja) "**promoter group**" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

(jb) "**proposed to be listed**" shall include securities of an unlisted company:

(i) if such unlisted company has filed offer documents or other documents, as the case may be, with the Board, stock exchange(s) or registrar of companies in connection with the listing; or
(ii) if such unlisted company is getting listed pursuant to any merger or amalgamation and has filed a copy of such scheme of merger or amalgamation under the Companies Act, 2013;]

k. "**securities**" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

l. "**specified**" means specified by the Board in writing;

m. "**takeover regulations**" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

n. "**trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly ;

o. "**trading day**" means a day on which the recognized stock exchanges are open for trading;

p. "**unpublished price sensitive information**" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –

(i) financial results;
(ii) dividends;
(iii) change in capital structure;
(iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
(v) changes in key managerial personnel.

q. "**Regulations**" or "**said Regulations**" shall mean the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

This code is formulated on the principles, as set out in Schedule B of the said regulations.

2. COMPLIANCE OFFICER

2.1 The Compliance Officer shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the said regulations under the overall supervision of the Board.

2.2 The Compliance Officer shall report to the Board and in particular, shall provide reports to the Chairman of the Board, on a half yearly basis or at such other frequency as may be stipulated by the Board from time to time on the dealings in the securities of the Company by the Designated Persons and any violations of the said regulations and/or Code of Conduct.

2.3 The Compliance Officer shall assist all the Directors and the employees in addressing any clarifications regarding the said regulations and the Code of Conduct.

2.4 In order to discharge his functions effectively, the Compliance Officer shall be adequately empowered and provided with adequate manpower and infrastructure to effectively discharge his function. To enable the Compliance Officer to discharge his duties, the designated persons shall be responsible to promptly provide all the information and documents relating to trading done by them in the securities of the Company.

2.5 The Compliance Officer shall act as the focal point for dealing with SEBI in connection with all matters relating to the compliance and effective implementation of the said regulations and the Code of Conduct.

3. MECHANISM FOR PREVENTION OF INSIDER TRADING

3.1 The Managing Director or the Chief Financial Officer or the Company Secretary of the Company shall ensure that adequate and effective system of internal controls are put in place and ensure compliance with Regulation 9 and sub-regulations (1) and (2) and the other requirements given in the said Regulations to prevent insider trading.

3.2 The internal controls as referred to in the above clause 3.1 include the following:
a. all employees who have access to unpublished price sensitive information are identified as designated persons;

b. all the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of the said Regulations;

c. adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by the said Regulations;

d. lists of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements (if required) shall be signed or notice shall be served to all such employees and persons;

e. all other relevant requirements specified under the said regulations shall be complied with;

f. periodic process review to evaluate effectiveness of such internal controls.

3.3 The Audit Committee of the Company shall review compliance with the provisions of the said Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

4. INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

4.1 The Audit Committee of the Company shall initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform SEBI promptly of such leaks, inquiries and results of such inquiries.

4.2 The Audit Committee of the Company shall make employees aware of Whistleblower policy to enable employees to report instances of leak of unpublished price sensitive information.

5. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

5.1 All information shall be handled within the Company on a need-to-know basis.

5.2 No insider shall communicate, provide, or allow access to any unpublished price sensitive information relating to the Company or its securities to any person including other insiders except where such communication is in furtherance of legitimate purposes, performances of duties or discharge of legal obligations.

5.3 No person shall procure from or cause the communication by any insider of unpublished price sensitive information relating to the Company or its securities except in furtherance of legitimate purposes, performances of duties or discharge of legal obligations.

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

i. entail an obligation to make an open offer under the takeover regulations where the Board is of informed opinion that sharing of such information is in the best interests of the Company;

ii. not attract the obligation to make an open offer under the takeover regulations but where the Board is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information is

disseminated shall be made generally available at least two trading days prior to the sharing of such information being effected in such form as the Board may determine to be adequate and fair to cover all relevant and material facts;

iii. For purposes of sub-clause 5.4 above, the Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of sub-clause 5.4, and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

iv. The Board shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under the said Regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

5.5 To prevent the misuse of unpublished price sensitive information, the Company shall adopt a "Chinese Wall" policy and accordingly shall separate those areas of the Company which routinely have access to confidential information i.e., finance, accounts, secretarial, legal departments considered as "inside areas" from those areas which deal with sales/marketing, purchase, operations, H.R. or other departments providing support services, considered as "public areas". The employees in the inside area shall not communicate any Price Sensitive Information to anyone in public area. In exceptional circumstances employees from the public areas may be brought "over the wall" and given confidential information strictly only on "need to know" basis, under intimation to the Compliance Officer.

5.6 The lists of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and such persons shall be made aware of the duties and responsibilities attached to the receipt of inside information, and the liability that attaches to misuse or unwarranted use of such information.

5.7 Any unpublished price sensitive information directly received by any of the Designated Persons should be promptly reported to the Compliance Officer.

6. DEALING IN SECURITIES OF THE COMPANY BY DESIGNATED PERSONS

6.1 Designated Persons and their immediate relatives shall be governed by this code of conduct with respect to their dealing in the securities of the Company.

6.2 All the Designated Persons and/or their immediate relatives shall be subject to certain trading restrictions as enumerated below:

i. Designated Persons and/or their immediate relatives shall not trade in the securities of the Company when in possession of unpublished price sensitive information except in the manner as provided Para 6 below.

ii. The Company has designated a "Trading Window" being the period during which the transactions in the securities of the Company can be effected by the Designated Persons or their immediate relatives subject to they being not in possession of any unpublished price sensitive information and obtaining pre-clearance of the proposed trade from the Compliance Officer;

iii. The Trading Window shall be closed when the Compliance Officer determines that a designated person or class of designated person can reasonably be expected to have possession of unpublished price sensitive information. Trading Window, in case of announcement of financial results can be closed, at the discretion of the Compliance Officer, from the end of every quarter till 48 hours after the declaration of financial results. However, it shall compulsorily remain closed from the time of Notice given to Stock Exchange(s) for convening the meeting of the Board to consider following items mentioned below:
(i) financial results;
(ii) dividends;
(iii) change in capital structure;
(iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
(v) change in key managerial personnel.

iv. The gap between clearance of accounts by Audit Committee and Board Meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

v. The Designated Persons and/or their immediate relatives shall not trade in securities of the Company when the Trading Window is closed.

vi. The timing of re-opening of the Trading Window shall be determined by the Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

vii. In case of ESOP's, exercise of option may be allowed in the period when the Trading Window is closed. However, sale of shares allotted on exercise of ESOP's shall not be allowed when Trading Window is closed.

viii. All the Designated Persons and/or their immediate relatives who intend to trade in the securities of the Company (above a minimum threshold limit of Rs. 2,00,000) or such other limit as may be stipulated by the Board from time to time, shall get the transactions pre-cleared in the manner enumerated below:

a. an application in the prescribed form shall be made to the Compliance Officer by the Designated Persons indicating the estimated number of securities that such person and/or his

immediate relatives intends to deal in and such other information as may be required by the Company (*Annexure I*) and preclearance of the Compliance Officer should be obtained (*Annexure II);*

b. before the deal is executed, the Designated Persons shall furnish declaration (*Annexure III)* confirming inter-alia, the following clauses:
(i) the Designated Person and/or his immediate relative has no access to or has not received unpublished price sensitive information upto the date of signing the declaration;

(ii) in case the Designated Person and/or his immediate relative has access to or receives unpublished price sensitive information after the signing of this declaration but before the execution of the transaction, he shall inform the Compliance Officer of the change in his position and that he shall completely refrain from dealing in the securities of the Company till such time such information becomes public;

(iii) he has not contravened the Code of Conduct as amended from time to time; and
(iv) he has made full and true disclosure in the matter.

The Compliance Officer while granting pre-clearance shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

c. All the Designated Persons and/or their immediate relatives shall execute their order in respect of securities of the Company within seven trading days after the pre-clearance approval is given.

d. The Designated Person shall file within 2 (two) trading days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed. (*Annexure* IV).

e. If the order is not executed within seven trading days after the pre-clearance approval is given, the Designated Persons must apply for pre-clearing the transaction again.

All Designated Persons and/or their immediate relatives who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. Provided that the restrictions of contra trade shall not be applicable for trades pursuant to exercise of stock options. The Compliance Officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the said regulations.

In case of any contra trade be executed, inadvertently or otherwise, in violation of such 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.

7. TRADING BY INSIDERS

An insider who may be perpetually in possession of unpublished price sensitive information may, apart from the exceptions provided in Regulation 4(1) of the said regulations, trade in the securities of the Company by following the below mentioned procedure:

7.1 An insider shall be entitled to formulate a trading plan for dealing in the securities of the Company 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.

7.2 Trading Plan shall:

a. not entail commencement of trading on behalf of the insider earlier than 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 envisaged for a period of not less than twelve months;

d. not entail overlap of any period for which another trading plan is already in existence;

e. 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.

7.3 The Compliance Officer shall review the Trading Plan submitted as above and shall approve it forthwith. However, he shall be entitled to take 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 said Regulations.

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

Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

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

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive

information and the said information has not become generally available at the time of the commencement of implementation.

The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available.

7.5 Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchange(s) on which the securities are listed.

8. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

8.1 Initial Disclosure

Every promoter/member of promoter group/key managerial personnel/director of the Company, within thirty days of the effective date of the said regulations i.e. May 15, 2015, shall forward to the Company the details of all holdings in securities of the Company presently held by them in the prescribed Form (*Annexure V*).

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 of the Company 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 in the prescribed form (*Annexure VI*).

8.2 Continual Disclosure

Every promoter or 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 two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. Ten lakhs or such other value as may be specified by SEBI from time to time (*Annexure VII*).

8.3 Disclosure by the Company to the Stock Exchange(s)

The Company shall notify the particulars of such trading mentioned in clause 7.2 to the stock exchange(s) on which the securities of the Company are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

8.4 Periodic Disclosure

In addition to complying with the reporting requirements as prescribed under the Code of Conduct, all the Designated Persons shall file with the Compliance Officer half yearly statement of disclosure of holdings in Company's securities in the prescribed format (*Annexure VIII*).

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.

Designated persons shall also be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on an annual basis and as and when the information changes:
(a) Immediate relatives;
(b) Persons with whom such designated person(s) shares a material financial relationship; and
(c) Phone, mobile and cell numbers which are used by them.

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

The term "material financial relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

8.5 Maintenance of Records

The Compliance Officer shall maintain records of all the above declarations for a minimum period of five years in physical or electronic form.

9. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT

9.1 Every Designated Person shall be individually responsible for complying with the provisions of the Code of Conduct (including to the extent the provisions hereof are applicable to his immediate relatives or person for whom he takes trading decisions).

9.2 Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company including wage freeze, suspension, recovery, claw back24 etc. in accordance with the Act.

9.3 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 and the Board shall promptly inform SEBI in this regard upon becoming aware of any violation of the said regulations.

10. GENERAL

10.1 The disclosures of trading in securities shall also include trading in derivatives of securities, if any, and the traded value of the derivatives shall be taken into account for purposes of this Code.

10.2 The Chairman of the Board shall grant pre-clearance for the trades proposed to be executed by the Compliance Officer.

10.3 In this Code unless there be something in the subject or context inconsistent herewith, words importing the singular or the masculine gender only include the plural number or the feminine gender.

10.4 In this Code, the captions are for convenience or reference only and shall not be used to construe or interpret this Code.

By Order of the Board
For Agarwal Industrial Corporation Limited

Lalit Agarwal
Whole Time Director
DIN: 01335107

Agarwal Industrial Corp. Ltd.
AGARWAL GROUP

Place: Mumbai
Date: March 30, 2019

Annexure I

APPLICATION FORM FOR PRE-CLEARANCE OF TRADES IN COMPANY'S SECURITIES
[Clause 6 (6.2)(viii)(a)]

The Compliance Officer
Code of Conduct for Prevention of Insider Trading
Agarwal Industrial Corporation Ltd.
Regd Office: Eastern Court, 201/202, Plot No. 12,
V. N. Purav Marg, S. T. Road, Chembur, Mumbai – 400071

Dear Sir,

I intend to deal in securities of the Company as per the particulars furnished below:

Name of the person for whom the transaction is to be executed	
Relationship with the applicant (if not applicant himself)	
No. of shares covered by the transaction	
Nature of transaction for which approval is sought	**Purchase/ Sale/ Both ***
Depository I. D. No.	
Client I. D. No.	
Particulars of the broker through whom the transaction is to be executed	Name: Address: Phone No.:

*- strike out whichever is not applicable

Pursuant to Clause 6(6.2)(viii)(b) of the Code of Conduct, I enclose the declaration in the prescribed format.

I request you to kindly pre-clear the above transaction at the earliest.

Thanking you,

_____
Signature

_____
Name of the Designated Person

Date:
Place:

Annexure II

Name of the Designated Person
Address of the Designated Person

Sub: **Pre- Clearance to trade in the securities**

With reference to your application dated _____ for pre-clearance of the trading in _____ number of shares of the Company, we hereby grant permission for the proposed transaction subject to the following conditions:-

1. The order shall be executed within seven trading days from the date of grant of preclearance.

2. You shall file within two trading days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form i.e. *Annexure IV.*

3. If the order is not executed within seven trading days, a report to that effect shall be filed in the prescribed form i.e. *Annexure IV* within two trading days of the expiry of seven trading days from the date of pre-clearance and transaction must be precleared again from the Compliance Officer.

4. You shall comply with the reporting requirements as mentioned in Clause 8 (8.2), if applicable.

5. All transaction in the securities of the Company shall be conducted only in a valid "Trading Window".

6. You shall not enter into any opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction in secondary market or one month in case of allotment of securities in primary market.

Kindly acknowledge the receipt.

Thanking you.

Yours faithfully,
For Agarwal Industrial Corporation Ltd.

_____
Signature
Compliance Officer

Date:
Place:

Annexure – III

DECLARATION

[Clause 6 (6.2)(viii)(b)]

The Compliance Officer
Code of Conduct for Prevention of Insider Trading
Agarwal Industrial Corporation Ltd.
Regd Office: Eastern Court, 201/202, Plot No. 12,
V. N. Purav Marg, S. T. Road, Chembur, Mumbai – 400071

Dear Sir,

I, _____ being a Designated Person of the Company, am desirous of dealing in _____ shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

Pursuant to Clause 6 (6.2)(viii)(b) of the Code of Conduct, I hereby confirm:

a. that I and/or my immediate relative did not have any access or have not received unpublished price sensitive information up to the date of signing this declaration;

b. that in case I and/or my immediate relative get access to or receive unpublished price sensitive information after the signing of this declaration but before the execution of the transaction, I and/or my immediate relative shall inform the Compliance Officer of the change in my position and that I and/or my immediate relative shall completely refrain from dealing in the securities of the Company till such time such information becomes public;

c. that I have not contravened Code of Conduct for Prevention of Insider Trading as amended from time to time; and

d. that I have made full and true disclosure in the matter.

I understand that any false declaration made by me shall render me liable for punitive action for violation of SEBI (Prohibition of Insider Trading Regulations), 2015 and Code of Conduct for Prevention of Insider Trading.

Thanking you,

_____
Signature

_____
Name of the Designated Person
Date:
Place:

Annexure – IV

REPORT ON TRANSACTION PURSUANT TO PRE-CLEARANCE
[Clause 6 (6.2)(viii)(d&e)]

The Compliance Officer
Code of Conduct for Prevention of Insider Trading
Agarwal Industrial Corporation Ltd.
Regd Office: Eastern Court, 201/202, Plot No. 12,
V. N. Purav Marg, S. T. Road, Chembur, Mumbai – 400071

Dear Sir,

I hereby confirm that the transaction for dealing in the shares of the Company for which, pre-clearance was granted on _____, was completed on _____ by purchasing * /selling * _____ (nos.) equity shares of the Company.*

I hereby confirm that the transaction for dealing in the shares of the Company for which, pre-clearance was granted on _____, was not completed by me.*

Thanking you,

_____
Signature

_____
Name of the Designated Person
Date:
Place:

* - strike out whichever is not applicable

Annexure V

[Regulation 7 (1) (a) read with Regulation 6 (2)]

Name of the company: Agarwal Industrial Corporation Limited
ISIN of the company: INE204E01012

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

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

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

Signature:
Designation:
Date:
Place:

Annexure VI

[Regulation 7 (1) (b) read with Regulation 6(2)]

Name of the company: Agarwal Industrial Corporation Limited
ISIN of the company: INE204E01012

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/ appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter /appointment of Director/KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4		5	6		7	
						NA	NA	NA	NA

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

Signature:
Designation:
Date:
Place:

Annexure VII

FORM C

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

Name of the company: Agarwal Industrial Corporation Limited
ISIN of the company: INE204E01012

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos.	Category of Person (Promoters/ KMP / Directors / immediate relatives/ others etc.)	Securities held prior To acquisition/ disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/ Public rights/ Preferential offer / Off market/ Interse transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade Was executed
												Buy		Sell		
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Value	Number of units (contracts * lot size)	Value	Number of Units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

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

Signature:
Designation:
Date:
Place:

Annexure VIII

Form D

Name of the company: Agarwal Industrial Corporation Limited
ISIN of the company: INE204E01012

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by Designated Persons

Name, PAN DP ID-Client ID No., & address of designated persons with contact nos.	Designation	Securities held as on (beginning of the half year)		Securities held as on (end of the half year)		% of shareholding		Mode of acquisition (market purchase/ public/ rights/ preferential offer / off market/Inter-se transfer etc.)	DP ID-Client ID
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of Security (For eg. – Shares, Warrants, Convertible Debentures	No.	beginning of half year	end of half year		
1	**2**	**3**	**4**	**5**	**6**	**7**	**8**	**9**	**10**

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

Name:
Signature:
Date:
Place:

