



Date: 15.05.2015

The Calcutta Stock Exchange Asscn. Ltd.

7 Lyons Range

Kolkata – 700001

Scrip Code: 10013217

The Corporate Relationship Department

BSE Limited

P.J. Towers, Dalal Street

Mumbai – 400001

Scrip Code: 500089

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor

Plot No C/1, G Block, Bandra Kurla Complex

Bandra (E)

Mumbai – 400051

Scrip Code: DICIND

Dear Sir,

Sub: Adoption of Code of Fair Disclosure, Conduct & Internal Procedure for Prevention of Insider Trading

This is to inform you that Code of Fair Disclosure, Conduct & Internal Procedure for Prevention of Insider Trading pursuant to Rule 8 and 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015 has been formulated and adopted by the Board of Directors of the Company on 14th May, 2015.

A certified copy of the said code is attached herewith for your reference and record.

Thanking you.

Yours truly,

For DIC India Limited

(Timir Baran Chatterjee)

Chief Corporate Officer

(Legal and Corporate Affairs)

DIC INDIA LIMITED

Corporate Identity Number (CIN) No. L24223WB1947PLC015202

Transport Depot Road, Kolkata - 700 088, West Bengal, India

Telephone : (033) 2449 6591-96, 2449 3984/85

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E-mail ID : dic.custcare@dic.co.in Website : www.dicindia ltd.co



**CODE OF CONDUCT FOR
PREVENTION OF INSIDER TRADING**

DIC INDIA LIMITED
Certified True Copy

Timir Baran Chatterjee
Chief Corporate Officer
(Legal and Corporate Affairs)

**CODE OF FAIR DISCLOSURE, CONDUCT & INTERNAL PROCEDURE FOR PREVENTION
OF INSIDER TRADING**

This Code of Conduct will be known as "DIC INDIA LIMITED - Code of Fair Disclosure, Conduct & Internal Procedure for Prevention of Insider Trading" (hereinafter referred to as the "Code") issued pursuant to Regulation 8 & 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as the "Regulations") as amended.

1. The decision of the Board of Directors with regard to all matters relating to this Code of Conduct will be final and binding on all concerned. The Board of Directors of the Company shall have power to modify or replace this Code, in part or full, as appropriate and as may be thought fit from time to time.
2. This Code supersedes the earlier Code of Insider Trading Regulations - Coates of India Limited approved by the Board in its meeting held on 31st July 2002.
3. This Code has been duly approved by the Board of Directors on 14th May, 2015 and the Code shall be deemed to have come into force with immediate effect.
4. The definition of terms mentioned in the Regulations, as may be amended from time to time, are applicable to this Insider Trading Code and are not intentionally repeated in this Insider Trading Code.

PART - I

This Code of Internal Procedure and Conduct will be applicable to Directors/Key Managerial Personnels/Designated Persons /Connected persons and their immediate relatives

(A) For the purpose of this Code

1. Company - means DIC India Limited.
2. Board of Directors means the Board of Directors of DIC India Limited.
3. "Compliance officer" means the Company Secretary as may be appointed by the Board of Directors of the Company for the purpose of this Code from time to time.
4. Designated Person mean - The Designated person shall cover the following:
 - a. Directors (both Executive and Non-Executive);
 - b. Key Managerial Personnels
 - c. All the General Managers and above
 - d. Employees in Finance and Secretarial functions located at the Registered/ Administrative Office of the Company, and;



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Such other employees as may be determined by the Board of Directors from time to time.

f. an immediate relative of the persons mentioned from (a) to (e)

g. a holding company or associate company or subsidiary company.

5. Trading Window - means trading period for dealing in Company's Securities as specified by the Company

6. Securities will mean Equity (Ordinary) Shares or such other security of the Company.

B. Duties of the Compliance Officer

1. The Company Secretary of the Company will be the Compliance Officer for the purpose of this code.
2. The Company Secretary of the Company shall be responsible for setting forth policies, procedures, monitoring, adherence to the rules for the preservation of "Price Sensitive Information", pre - clearance of trades of designated employees and their dependants, monitoring of trades and the implementation of the Code under the overall supervision of the Board of Directors
3. The Company Secretary shall maintain a record of the Designated person and any changes made in the list of the Designated person.
4. The Company Secretary shall maintain all records in the prescribed form given by the Designated person for a minimum period of 5 Years.
5. Announce the period when the trading window is closed.
6. The Company Secretary shall assist all the Employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Code.
7. The Company Secretary shall report to the Board of directors and in particular, shall provide reports to the Chairman of the Board on compliances with the Regulations on a half-yearly basis.
8. Inform SEBI if there is any violation of the Regulations.

C. Duties of Designated Persons-

All Designated Person shall:-

1. Shall maintain confidentiality of all Unpublished Price Sensitive Information.



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2. Shall not pass on any Unpublished Price Sensitive information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company.
3. Shall communicate Unpublished Price Sensitive Information with other designated persons only on a "need to know" basis, i.e. Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their legitimate duties or for other legitimate purposes.
4. Shall keep files containing confidential information secure and the Computer files must have adequate security of login and password, etc.
5. Shall be subject to trading restrictions when the trading window is closed i.e. shall not purchase, sale or deal in securities either by themselves or their relatives or pass on information to others to enable them to deal in securities during the period when trading window is closed or during any other period as may be specified by the Company from time to time.
6. Shall obtain approval for the proposed transaction before entering into such transactions from the Compliance Officer by making an application in the prescribed **Pre-dealing Form** (which is available with the Compliance Officer) if they intend to deal in the securities of the Company. Minimum threshold limit for compliance with the Insider Trading Code will be 2500 equity shares of the Company. Therefore transaction of 2500 or more equity shares of the Company by any Director, Key Managerial Personnel or employee will require pre-dealing approval and other disclosure compliances under this Insider Trading Code.
7. Shall upon approval of the pre-dealing application by the Compliance Officer, execute their order in respect of securities of the Company within seven days from the date of the pre-dealing approval. If the order is not executed within this seven days period, the designated persons must obtain a fresh pre-dealing approval again.
8. Shall not make any **contra trade** within six months of the last transaction for which the contra trade is being considered. Should a contra trade be executed inadvertently or otherwise in violation of such restriction, and where the aggregate traded value of the contra transactions executed in one transaction or a series of transactions is Rs 500,000 or more, the profits from such trade shall be liable to be disgorged for remittance to SEBI in terms of Clause 10 of Schedule B of the Regulations.

In case the sale of securities is necessitated by personal emergency or exceptional circumstances, the holding period and contra trade period may be waived by the Compliance Officer after recording in writing his reasons in this regard and subsequently ratified by the Board of Directors but no such transaction should be permitted when the trading window is closed.

9. Shall not deal in any securities of the Company at any time when he is in possession of Unpublished Price Sensitive Information or otherwise where approval to deal is not given by the Company.



D. Trading Plans -

The option for submitting Trading Plan as envisaged in Regulation 5 of the Regulations will not be available for any designated person under this Code.

E. Requirements -

All Designated Persons will have to forward the following details of their securities including that of their Relatives (as defined in this Code) to the Compliance Officer :-

1. Details of securities held in this Company by the person concerned at the time of joining and in case of others within a period of one month from the date when this Code is enforced. (Form B)
2. All transactions in securities of the Company within 2 trading days of the transaction taking place where total transactions exceeds Rs 10,00,000/- in value, whether in one transaction or a series of transactions over any calendar quarter. (Form C)
3. Half yearly Statement of holding in the Securities of the Company within 15 days of the Close of 30th June and 31st December of that Financial Year. (Form A)

F. Procedure and restriction for trading in the Securities of the Company -

All Designated Persons shall be subject to Trading restrictions in the following manner -

(I) Trading Window

Trading window is the period during which dealings in securities of the Company can be made. No Designated Person shall conduct any dealing in the securities of the Company during the closure of the Trading Window. The trading window shall also be applicable to any person having contractual or fiduciary relation with the company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company.

The Trading Window will be closed for ten days prior to the happening of the following price sensitive information and shall remain closed upto 48 hours after the publication of the same. The Trading window may be further closed by the Company during such time in addition to the above period as it may deem fit from time to time.

The Trading Window shall be, *inter alia*, closed at the time of:-

- i) Declaration of Financial Results (Quarterly, Half Yearly and Annual)
- ii) Declaration of Dividends (interim and final)
- iii) Issue of Securities by way of public/rights/bonus etc.
- iv) Change in Key Managerial Personnel
- iv) Any major expansion plan or execution of new project.
- v) Amalgamation, mergers, takeovers and buy back.



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- vi) Disposal of whole or substantially the whole of the undertaking.
- vii) Any changes in policies, plans or operations of the Company.

(II) Pre-clearance of Trades when Trading Window is open

All Designated Persons of the Company and their relatives intending to deal in 2500 or more securities of the Company may do so under the following procedure:

- (a) Make an application to the compliance officer in the prescribed form (as per **Annexure 1**) for pre-clearance of the transaction.
- (b) Execute an undertaking in favour of DIC India Limited in the prescribed form (as per **Annexure 2**).
- (c) The proposed transaction can be carried out only after receiving appropriate clearance from the Compliance Officer (as per **Annexure.4**)
- (d) The execution of the order in respect of the securities of the Company will have to be completed within seven days of such approval of pre-clearance failing which fresh clearance would need to be obtained. Within 4 (four) days of the execution of the deal, the details of such deal, should be filed with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed (as per **Annexure 5**)
- (e) In case of personal emergency the 30 days holding period may be waived by the Compliance Officer after recording the reasons therefor in this regard. (as per **Annexure.3**)

G. PENALTY

In case of non-compliance with the Code,

- 1. Designated Persons who trade in securities or communicate any information for trading in securities in contravention of the Code prescribed by the company will be penalised and appropriate action will be taken against them by the Company after giving reasonable opportunity of being heard. They shall also be subject to disciplinary action including wage freeze, suspension etc.
- 2. In addition to the action taken by the Company the persons violating these Regulations will also be subject to action by SEBI as per the SEBI Act. In case of any violation, the Company shall intimate the same to the SEBI.



PART - II

Code of Corporate Disclosure Practices for Prevention of Insider Trading

The following norms shall be followed by the Company to ensure timely and adequate disclosure of price sensitive information :-

1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
 2. Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
 3. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
 4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
 5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
 6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
 7. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
 8. Handling of all unpublished price sensitive information on a need-to-know basis.
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ANNEXURE 1

Form for Permission from the Company regarding proposed purchase/sale of
Equity Shares/listed securities of the Company

Date:

The Compliance Officer
DIC India Limited
Transport Depot Road
Kolkata - 700088

Dear Sir,

I, Mr/Mrs
jointly with Mr/Mrs.....and
Mr/Mrs..... wish to purchase/sell(nos.) equity
shares/listed securities of the Company. The details are as follows:

Name of the Depository in which shares held	DP ID/ Client ID

An undertaking in the prescribed format is enclosed for your perusal and records in this connection.

Please grant your permission for the said transaction.

Thanking You,

Yours Faithfully,

Name of Employee:

Division:

Department :

Employee Code:

Note: Permission should be obtained in case of purchase/sale of any equity shares



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ANNEXURE 2

Undertaking To Be Submitted along with the Application For Pre-Clearance

Date:

The Compliance Officer
DIC India Limited
Transport Depot Road
Kolkata - 700088

Dear Sir,

I, _____ son/ daughter of _____ am holding along with joint holders _____ shares of DIC India Limited and wish to acquire/ dispose off _____ shares within seven trading days of approval and do hereby affirm that

- (a) I have no access to or do not have in my possession any "Unpublished Price Sensitive Information" upto the time of signing this undertaking;
- (b) In the event I have access to or receive "Unpublished Price Sensitive Information" after signing of this undertaking but before execution of the transaction I shall inform the Compliance Officer and refrain from dealing in the securities of VIL until that such time the information becomes public;
- (c) I have not contravened the Company's Code of Conduct to Regulate, Monitor and Report Trading of Company's Securities by Insiders or any of the provisions of SEBI (Prohibition of Insider Trading) Rules, 2015 (the "Regulations");
- (d) That this transaction will not amount to a contra trade in terms of Clause 10 of Schedule B of the Regulations;
- (e) That the shareholding mentioned above are the total shares held by me either individually or jointly with others and the total transactions undertaken by me during the year till date does not exceed the traded value of Rs 500,000.
- (f) That the information mentioned above and the undertaking and declaration given is true to my knowledge.

Thanking You,
Yours Faithfully,

Name of Employee:

Division:
Department :
Employee Code:



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ANNEXURE 3

Form of Application For Waiver Of Minimum Holding Period

Date:

The Compliance Officer
DIC India Limited
Transport Depot Road
Kolkata - 700088

Dear Sir,

I request you to grant me waiver of the minimum holding period of 30 days as required under the Code of Internal Procedure and Conduct & Code of Corporate Disclosure Practices of DIC India Limited with respect to(nos.) shares of the company held by me/
..... (name of relative) singly/jointly, acquired by me on
.....(date). I desire to deal in the said shares on account
of.....(give reasons).

Thanking You,

Yours Faithfully,

Name of Employee:

Division:

Department :

Employee Code:



ANNEXURE 4

Form of grant of Pre-Clearance by the Compliance Officer

DIC INDIA LIMITED

Sub: PRE-CLEARANCE ORDER

Ref.: Your Application dated

This is to inform you that your request for dealing in(nos.) shares of the company as mentioned in your above-mentioned application is approved. Please note that the said transaction must be completed on or before.....(date) that is within 7 days from today failing which a fresh application for Pre - Clearance of the said Transaction will have to be made to the undersigned.

For DIC India Limited.

Compliance officer

Date:



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ANNEXURE- 5

Form of Confirmation of Deal

(To be submitted within 4 days of transaction/Dealing in Securities of the Company)

Date:

The Compliance Officer
DIC India Limited
Transport Depot Road
Kolkata - 700088

Dear Sir,

DETAILS OF TRANSACTION

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

I hereby inform you that I

- 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)



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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 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 Company (Compliance Officer) for necessary approval (applicable in case of purchase / subscription).

Thanking You,

Yours Faithfully,

Signature: _____

Name of Employee:

Division:

Department :

Employee Code:

- Strike out whichever is not applicable.

FORM A

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

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

Name of the company: _____

ISIN of the company: _____

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.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7		

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

Signature: _____

Designation: _____

Date: _____

Place: _____

FORM B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

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

Name of the company: _____

ISIN of the company: _____

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/appointme nt of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/appointme nt 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	5	6		7	

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

Signature: _____

Designation: _____

Date: _____

Place: _____

FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

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

DIC INDIA LIMITED

Name of the company: _____

ISIN of the company: _____

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).


Timir Baran Chatterjee
 Chief Corporate Officer
 (Legal and Corporate Affairs)

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

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

Signature: _____

Designation: _____

Date: _____

Place: _____

Certified True Copy