



PRICOL LIMITED

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

This code has been formulated to regulate, monitor and report trading in the securities and derivatives of the company by the employees of the company and other connected persons, in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015.

This code has been adopted by the Board of Directors of Pricol Limited on 15th May 2015. The existing Code of Conduct approved by the Board of Directors on 28th January 2009 and currently in vogue will be replaced by this Code.

1. Applicability

- A. This code is applicable to the Designated persons and their immediate relatives.
- B. This code is applicable to trading in the Company's securities and derivatives.

2. Definitions

2.1 "Company" means Pricol Limited.

2.2 "Compliance officer" means the Company Secretary of the Company, who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price sensitive information (UPSI), monitoring of trades and implementation of the code under the overall supervision of the Board of Directors of the Company.

2.3 "Connected person" means any person who is or has during the 6 (six) months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including:

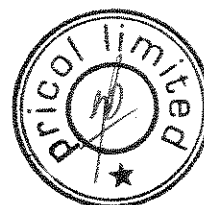
- by reason of frequent communication with its officers or
- by being in any contractual, fiduciary or employment relationship or
- by being a director, officer or an employee of the company or
- holds any position including a professional or business relationship between himself and the company whether temporary or permanent,

that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access **AND**

- any person who has been defined as Connected Person **OR** deemed to be connected persons under Regulation 2(d) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

2.4 "Designated Persons" of the Company shall mean and include

- (i) Directors of the company.
- (ii) Every employee in the grade of General Manager and above.
- (iii) Every employee in the Corporate Finance & Accounts Department, Secretarial Department, Strategy Department / Chairman's / Managing Director's / Whole Time Director's office irrespective of their cadre. (herein after referred to as "inside areas") and



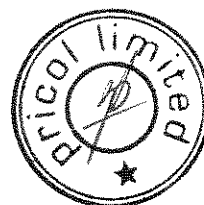
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- (iv) Any other person as may be specified by the Compliance Officer / Managing Director from time to time, who may have access to unpublished price sensitive information
- 2.5 “Employee”** means every employee of the Company (whether working in India or abroad), including directors in the employment of the Company.
- 2.6 “Generally available information”** means information that is accessible to the public on a non-discriminatory basis.
- 2.7 “Immediate relative”** means spouse of a person, and includes parent, sibling and child of such person or of the spouse, who is financially dependent on such person or consults such person in taking decisions relating to trading in securities.
- 2.8 “Insider”** means any person who is:
1. a connected person or
 2. in possession of or having access to unpublished price sensitive information.
- 2.9 “Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;
- 2.10 “Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund;
- 2.11 “Trading”** means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell or deal in any securities of the company.
- 2.12 “Trading day”** means a day on which the recognized Stock Exchanges are open for trading.
- 2.13 “Trading window”** refers to the period during which the company’s securities can be traded.
- 2.14 “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. It shall ordinarily include 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
 - vi. material events in accordance with the listing agreement.

Words and expressions used and not defined herein shall have the meaning respectively assigned to them under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

3. Preservation of Unpublished Price Sensitive Information

- 3.1** All Designated persons should maintain confidentiality of the Unpublished Price Sensitive Information.
- 3.2** All information shall be handled within the company on a need-to-know basis.



- 3.3** Unpublished price sensitive information shall not be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.
- 3.4** To prevent the misuse of Unpublished Price Sensitive Information, the Company shall adopt a "Chinese Wall" policy which separates those areas of the company which routinely have access to Unpublished Price Sensitive Information considered "Inside Areas" from those areas which are not dealing with the Unpublished Price Sensitive Information considered as "Public areas".
- 3.5** The employees in the Inside Area shall not communicate any Unpublished Price Sensitive Information to anyone in the public areas.
- 3.6** In exceptional circumstances employees from the public area may be brought "over the wall" and given Unpublished Price Sensitive Information on a "need to know" basis, under intimation to the compliance officer.
- 3.7** Any other persons having contractual or fiduciary relation with the company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company who are expected to have UPSI shall formulate a code of conduct to regulate, monitor and report the trading by its employees and other connected persons towards achieving the compliance of the regulations.
- 3.8** Misuse of such information shall be strictly avoided.
- 3.9** Files containing Unpublished Price Sensitive Information shall be kept secure and computer files shall be protected with login ID and passwords.

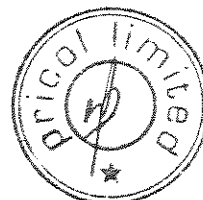
4. Disclosures

4.1 Initial Disclosures

- 4.1.1** Every promoter, key managerial personnel and director of the company shall disclose his holding of the company's securities, as on the date of the SEBI (Prohibition of Insider Trading) Regulations, 2015 taking effect, to the company within thirty days of these regulations taking effect. This initial disclosure shall be made to the Company in **Form A**
- 4.1.2** Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter shall disclose his holding of the securities of the company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter. This initial disclosure shall be made to the Company in **Form B**.

4.2 Continual Disclosures

- 4.2.1** Every promoter, employee 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 ten lakh rupees (Rs.10 lakhs only).



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4.2.2 The disclosure of the incremental transactions after any disclosure under this code, shall be made when the transactions effected after the prior disclosure cross the threshold specified above in that calendar quarter.

4.2.3 The aforesaid disclosure shall be made in **Form C**.

4.3. Disclosure by the Company

4.3.1 The company shall notify the particulars of the continual disclosures received from the persons referred in 4.2, to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

4.4 Periodical Reporting Requirements for transaction in securities

4.4.1 All designated persons of the company shall be required to report their own and their immediate relatives level of holdings in securities as on 31st March every year to the Compliance officer in **Form D**, on or before 15th April, every year.

4.4.2 The designated person, who has got the approval through pre-clearance for the trade, shall report in **Form F**, within 2 days from the execution of trade to the Compliance officer.

5. Prevention of misuse of Unpublished Price Sensitive information

5.1 Trading window

5.1.1. The trading window will remain closed for Seven Trading Days prior to the date of publication of the unpublished price sensitive information and will open after 48 hours of the publication of the price sensitive information.

5.1.2. During the period of closure of the trading window the designated persons and their immediate relatives shall not trade in the securities of the Company.

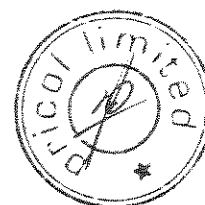
5.1.3 The trading window shall also be applicable to any person having contractual or fiduciary relation with the company such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company.

5.2 Trading Plan

5.2.1 An Insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure, pursuant to which trades may be carried out on his behalf in accordance with such plan.

5.2.2 Such trading plan shall:-

- (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- (ii) 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 issuer of the securities and the second trading day after the disclosure of such financial results;
- (iii) entail trading for a period of not less than twelve months;
- (iv) not entail overlap of any period for which another trading plan is already in existence;



(v) 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

(vi) not entail trading in securities for market abuse.

5.2.3 The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary, to enable such assessment and to approve and monitor the implementation of the plan.

5.2.4 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.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information.

5.2.5 The compliance officer shall, upon approval of the trading plan, notify the plan to the stock exchanges on which the securities are listed.

5.3 Trading when Trading Window is Open (Pre clearance for Trade)

5.3.1 When the trading window is open, trading by designated persons shall be subject to pre-clearance by the compliance officer, if the number of securities proposed to be traded exceeds 5,000 shares in one transaction or a series of transactions from the previous pre-clearance given under this code. In case the Compliance officer or his immediate relative wishes to trade in the securities of the company, he should get pre-clearance from the Chief Financial Officer and all the provisions of pre-clearance shall also be applicable to the Compliance officer.

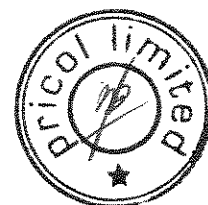
5.3.2 No designated person shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed.

5.3.3 Compliance officer prior to approving any trades, shall seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information.

5.3.4 The designated persons shall make an application for pre-clearance alongwith the Undertaking in **Form E**, to the Compliance officer. The request can be sent by email to cs@pricol.co.in.

5.3.5 Compliance officer shall either clear or decline to clear the proposed transaction. He should communicate his decision within 7 days of receipt of request. In case of declining, the reason shall also be informed.

5.3.6 The designated persons shall execute the trades that have been pre-cleared by the compliance officer, within seven trading days, failing which fresh pre-clearance would be needed for the trades to be executed.



5.4 Other restrictions

- 5.4.1** A designated person who is permitted to trade, shall not execute a contra trade within a period of six months after the prior transaction.
- 5.4.2** The compliance officer may grant relaxation from the strict application of such restriction, for reasons to be recorded in writing provided that such relaxation does not violate these regulations.
- 5.4.3** If a designated person executes a contra trade, inadvertently or in violation of such a restriction, the profits from such trade shall be remitted to the SEBI for the credit of the Investor Protection and Education Fund administered by the SEBI.

6. Sanctions & Disciplinary Actions for contravention of the code of conduct

- 6.1** Any designated person who trades in securities or communicates any information for trading in securities, in contravention of the code of conduct may be penalized and appropriate action may be taken by the board of directors of the company.
- 6.2** Designated persons who violate the code of conduct shall also be subject to disciplinary action by the board of directors of the company, which may include wage freeze, suspension etc.
- 6.3** The action by the company shall not preclude the SEBI from taking any action in case of violation of the SEBI [Prohibition of Insider Trading], Regulations, 2015.

7. Information to SEBI in case of violation of SEBI [Prohibition of Insider Trading] Regulations, 2015

In case it is observed by the Board of Directors of the company, that there has been a violation of the SEBI [Prohibition of Insider Trading] Regulations, 2015, they shall inform the SEBI, promptly.

8. Reporting

The Compliance Officer will submit a report on an annual basis to the Chairman of the Audit Committee, instances of violation of the Code or the Regulation by any person and on the disclosures, Trading Plans and pre- clearances approved and rejected.

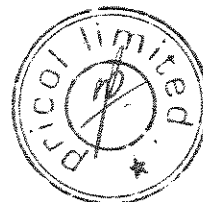
9. Amendment

The Board of the Company reserves its right to amend or modify this Code in whole or in part, at any time.

10. Conclusion

All Designated Persons are advised to familiarize themselves with the SEBI Regulations and comply with the same, as well as with this Code; both in letter and in spirit. Designated Persons are also advised to ensure compliance by their Immediate Relatives.

For any assistance or clarifications, kindly contact the Compliance Officer of the Company at cs@pricol.co.in or at the following address M/s Pricol Limited, Secretarial Department, CPM Towers, 109 Race Course, Coimbatore – 641 018, India.



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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., 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	

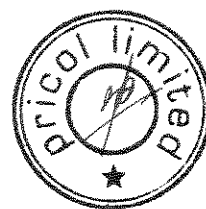
Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature: _____

Designation: _____

Date: _____

Place: _____



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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 Share holding	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		8	

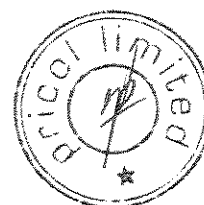
Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place:



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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: _____

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).

1	Name, PAN No., CIN / DIN, & address of Promoter/ Employee / Director with contact nos.	2	Category of Person (Promoters/ KMPs / 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/ 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 Debentures etc.)	No.	Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction				Buy		Sell		
													Value	No. of units (contracts * lot size)	Value	No. of units (contracts * lot size)	
1		3		4	5	6	7	8	9	10	11	12	13	14	15	16	17

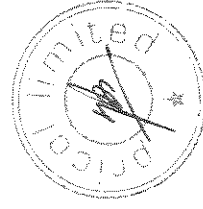
Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place:



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Form D

ANNUAL STATEMENT OF LEVEL OF HOLDINGS IN SECURITIES FOR THE PERIOD (From 1st April _____ to 31st March _____)

To
The Compliance Officer
Pricol Limited
CPM Towers
109 Race Course
Coimbatore – 641 018

Sl No	Name	Relationship	Client ID / Folio No	No & Value of Shares held on _____	No & Value of shares purchased during the period	No & Value of shares sold during the period	No & Value of shares at the end of the period
1		Designated Person himself					
2.	Immediate Relatives:						
2.1							

Signature of the Designated Person

Name :

Place :

Date :



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Form E

FORMAT OF APPLICATION FOR PRE-CLEARANCE

Date:

To,
The Compliance Officer
Pricol Limited
CPM Towers, 109 Race Course
Coimbatore – 641 018

Dear Sir/Madam,

Application for Pre-clearance for trading in securities of the Company

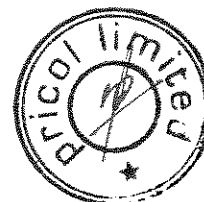
Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I seek approval to trade (purchase / sale / subscription etc) of _____ equity shares of the Company as per details given below:

1. Name of the applicant	
2. Designation	
3. Name of the person, who is trading	
4. Number of securities held as on date a) By the applicant b) By the person executing trade	
5. Folio No. / DP ID / Client ID No.	
6. The Proposal is for a) Purchase of securities b) Subscription to securities c) Sale of securities	
7. Proposed date of trading in securities	
8. Estimated number of securities proposed to be acquired/subscribed/sold	
9. Price at which the transaction is proposed	
10. Current market price (as on date of application)	
11. Whether the proposed transaction will be through stock exchange or off-market deal	
12. Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I hereby confirm and declare that:

- a. I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking. In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

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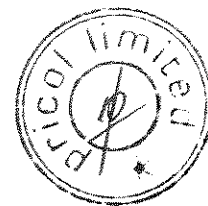
- b. I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.
- c. If approval is granted, I shall execute the trade within 7 days of the receipt of approval failing which I shall seek pre-clearance again, if necessary.
- d. I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken (within 9 days from the date of pre-clearance).
- e. I have made full and true disclosure in the matter.

Yours faithfully,

(Signature of Applicant)

For the use of Compliance Officer:

Date of receipt of application	Approval Date	Approval Number	Compliance Officer's Signature



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Form F

Format for Reporting of trades executed

Date:

To,
The Compliance Officer
Pricol Limited
CPM Towers, 109 Race Course
Coimbatore – 641 018

Dear Sir/Madam,

Reporting of trades executed after pre-clearance

Pre-Clearance approval no & Date:		
Name of the Applicant for pre-clearance		
Details of Person who executed the trade a. Name b. Address b. PAN		
No & Value of shares held by the Person who executed the trade	No. of share	Value of Share
Before this trade (opening)		
Current trade (Buy / Sale etc)		
After the trade (Closing)		
Mode of acquisition (market purchase / public / Rights / preferential offer etc.)		
Date of trade		
Exchange on which the trade was executed		

Signature of the Applicant

Name :

Place :

Date :

