



**Code of Conduct to Regulate, Monitor and Report Trading by Insiders  
(Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations,  
2015)**

**A) OBJECTIVE**

This Code of Conduct is formulated to Regulate, Monitor and Report Trading in securities of the Company by its Promoters, Directors, KMP and Designated Employees / Persons pursuant to the Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code is in adherence to the standards set out in schedule B of the Regulations and is approved by the Board of Directors at its meeting held on 5<sup>th</sup> May, 2015.

The Code will be effective from 15<sup>th</sup> May, 2015.

**B) DEFINITIONS :**

- i) "Board of Directors" means the Board of Directors of Dai-ichi Karkaria Limited.
- ii) "Generally Available Information" means information that is accessible to the public on a non-discriminatory basis.
- iii) "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;
- iv) "Unpublished Price Sensitive Information" (UPSI) means any information relating to a company or its securities, directly or indirectly, that is not generally available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:
  - a. financial results;
  - b. dividends;
  - c. change in capital structure;
  - d. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
  - e. changes in key managerial personnel; and
  - f. such other material events in accordance with the listing agreement.



### **C) COMPLIANCE OFFICER:**

The Company Secretary of the Company shall be appointed as the Compliance officer. The Compliance officer, subject to the supervision of the Board of Directors shall be responsible for;

- I. Compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the Codes specified in these regulations under the overall supervision of the Board of Directors of the Company.
- II. Reporting to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors, on a quarterly basis.
- III. Assisting all persons to whom this code applies in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.
- IV. Advising and obtaining all the disclosures from Directors/ Key managerial Personnel, Promoters, Designated employees in the prescribed form and submitting the necessary disclosures to the Stock Exchange where the securities is listed.

### **D) APPLICABILITY**

The Code applies to the following categories of persons including their 'immediate relatives'

- Promoters
- Directors
- KMPs (Key Managerial Persons as defined under the Companies Act, 2013)
- Designated Persons / Employees

#### **Designated Persons / Employees:**

- (i) Senior Management and every employee in the finance, accounts and secretarial department at the Head Office.
- (ii) Any other employee as may be determined and informed by the Compliance Officer from time to time.
- (iii) Any other person as may be determined by the Compliance officer, based on their functional role in the organization, for the purpose of monitoring adherence to the Code for preservation of UPSI.



#### **E) PRESERVATION OF PRICE SENSITIVE INFORMATION:**

- a. Need to know basis - Price Sensitive Information is to be handled on a "need to know" basis i.e. should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- b. Limited access to confidential information - All manual files containing confidential information shall be kept secure. All Computer files must have adequate security i.e. login, password etc.
- c. Promoters, Directors, KMP and Designated Employees / Persons to maintain confidentiality of all price sensitive information and shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities.

#### **F) RESTRICTION ON TRADING WHILE IN POSSESSION OF UPSI**

Promoters, Directors, KMP and Designated Employees / Persons (including their immediate relatives) shall not either on his own behalf or on behalf of any other person deal in securities of the company on the basis of or when in possession of unpublished price sensitive information.

Promoters, Directors, KMP and Designated Employees / Persons (including their immediate relatives) shall not communicate or counsel or procure any unpublished price sensitive information.

#### **G) REGULATED TRANSACTIONS & RESTRICTIONS**

##### **1) Trading Window:**

The Promoters, Directors, KMP and Designated Employees / Persons (including their immediate relatives) shall not trade in the securities of the Company when the Trading window (i.e. trading period) to trade in Company's shares is closed.

Unless otherwise specified by the Compliance Officer, the Trading window shall be closed 10 days before and 48 hours after making the unpublished price sensitive information generally available to the public.



**Pre-clearance of trades:**

Promoters, Directors, KMP and Designated Employees / Persons (including their immediate relatives) who hold or propose to acquire/sell more than 5,000 Shares of the Company or Rs. 5.00 Lacs in value, whichever is lower, shall make an application in **Form A** to the Compliance Officer stating number of Shares that he/she intends to deal in alongwith full details of Depository Participant and Client ID. The Promoters, Directors, KMP and Designated Employees / Persons shall make the application on behalf of their immediate relatives.

An undertaking shall also be furnished in said **Form A** stating that he/she does not have access to any price sensitive information and has complied with the Code of Conduct for Insider Trading as specified by the Company from time to time.

If the Promoters, Directors, KMP and Designated Employees / Persons doesn't execute the order within one week of such clearance, fresh approval of the Compliance Officer is required.

If the Promoters, Directors, KMP and Designated Employees / Persons (including their immediate relatives) obtains any price sensitive information after executing the undertaking but prior to transacting in shares of the Company, he/she shall inform the Compliance Officer and refrain from dealing in Shares of the Company.

The Promoters, Directors, KMP and Designated Employees / Persons including their immediate relative shall promptly give a letter of 'Confirmation of Deal' to the Compliance Officer upon completion of deal. In case the designated person decides not to trade after securing pre-clearance he must report his/ her decision in writing. Confirmation of Deal shall be made in **Form B**

**2) Trading Plan:**

Promoters, Directors, KMP and Designated Employees / Persons may formulate a trading plan for dealing in shares 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.



**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 Company and the second trading day after the disclosure of such financial results;
- (i) entail trading for a period of not less than twelve months;
- (ii) not entail overlap of any period for which another trading plan is already in existence;
- (iii) 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
- (iv) not entail trading in securities for market abuse.

The Trading Plan once approved shall be irrevocable and the Promoters, Directors, KMP and Designated Employees / Persons 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 information.

**G. OTHER RESTRICTIONS:**

- a) All shares must be held for a minimum period of six months.
- b) Promoters, Directors, KMP and Designated Employees / Persons (including 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.
- c) Promoters, Directors, KMP and Designated Employees / Persons (including their immediate relatives) shall also not take positions in derivative transactions in the shares of the company at any time.
- d) However, for any personal emergency, an application may be made to the Compliance Officer. Promoters, Directors, KMP and Designated Employees / Persons may in the event of emergencies (for e.g. for meeting medical expenses etc.) apply to the Compliance Officer for waiver of the holding period in **Form C**



## **H. REPORTING REQUIREMENTS**

### **Initial Disclosure of shareholdings in the Company:**

Promoters, Directors, KMP and Designated Employees / Persons (including their immediate relatives) of the Company are required to disclose Shares or Voting Rights held in the Company and positions taken in derivatives (including Shares held by immediate relatives) on becoming promoter / joining the company, to the Compliance Officer in **Form D**. The list of immediate relatives is also required to be filled up and updated as and when there are any changes.

### **Annual Disclosures of Shareholdings in the Company:**

Promoters, Directors, KMP and Designated Employees / Persons (including their immediate relatives) of the Company are required to disclose Shares and Voting Rights held in the Company (including Shares held by immediate relatives) as at 31<sup>st</sup> March of each year. This information is required to be furnished by 30<sup>th</sup> April of each year in **Form E** to the Compliance Officer.

### **Disclosure of change in Shareholdings:**

Promoters, Directors, KMP and Designated Employees / Persons (including their immediate relatives) shall disclose to the company and also to the Stock Exchange where the securities of the company are listed viz. The Bombay Stock Exchange Limited, if there has been a change in their shareholdings in the company from the last disclosure given to the company and the change in shareholding exceeds Rs.10 lakh in value. Such declaration to be given in **Form F** to the company with a copy also to the stock exchanges by the Promoters, Directors, KMP and Designated Employees / Persons (including their immediate relatives) within 2 days of the change.

## **I. Penalties for Violation of the Code**

- i) The Promoters, Directors, KMP and Designated Employees / Persons who trades in securities or communicates any confidential information for trading in securities in contravention of this Code of Conduct shall be penalized and appropriate action will be taken against him by the Company after giving reasonable opportunity to him of being heard. The designated person who violates this Code of Conduct in any manner whatsoever may also be subjected to the disciplinary action including wage freeze, suspension, etc.
- ii) In addition, SEBI may take action for violation of Insider Trading Regulations as provided in the SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended from time to time.



**Form A  
Pre-clearance for trading of shares**

To,  
The Compliance officer,  
Dai-ichi Karkaria Limited,  
Liberty Building, S.V.T. Marg  
New Marine Lines,  
Mumbai – 400020

Dear Madam,

**Sub: Application Cum Undertaking for Pre-clearance for trading of shares in the Company**

I, \_\_\_\_\_, Promoters, Directors, KMP and Designated Employees / Persons hereby apply for permission to trade in the Shares of the Company as per details hereunder:

OR

I, \_\_\_\_\_, Director/ Employee hereby apply for permission on behalf of my Immediate Relative \_\_\_\_\_ to trade in the Shares of the Company as per details hereunder:

Number of Shares held in the Company	Number of Shares of the Company proposed to be Sold	Number of Shares of the Company proposed to be acquired	Balance holding

Name of Depository participant & DP ID No. through whom Shares are proposed to be Debited/Credited	
Client ID No.:	

I confirm on my own behalf and on behalf of my Dependents that:

- i. I do not have access to any price sensitive information and have complied with the Code of Conduct for Insider Trading as specified by the Company from time to time.
- ii. I shall execute the trade of shares within 7 days of your approval failing which I shall apply again to you for your approval.
- iii. I shall hold shares of the Company for a minimum period of six months from the date of acquisition.



I further confirm that the aforesaid facts are true and correct and shall be fully responsible for any wrongful acts of my Dependents including such penalties as may be imposed by the Company.

Date :

Place:

Signature:

Name :

Designation :





**Form B**  
**Confirmation of deal**

To,  
The Compliance Officer,  
Dai-ichi Karkaria Limited,  
Liberty Building, S.V.T. Marg  
New Marine Lines,  
Mumbai – 400020

I confirm that the transaction for trading in shares for which approval was granted on \_\_\_\_\_ was completed on \_\_\_\_\_ by acquiring/ selling/ dealing in equity shares of the Company amounting to Rs.\_\_\_\_\_.

Date :

Place:

Signature:

Name :

Designation :



**Form C**  
**Application for waiver of minimum holding period**

To,  
The Compliance Officer,  
Dai-ichi Karkaria Limited,  
Liberty Building, S.V.T. Marg,  
New Marine Lines,  
Mumbai – 400020

Dear Madam,

I request you to grant me waiver of the minimum holding period of 6 months as required under the Code of Conduct for Prevention of Insider Trading with respect to \_\_\_\_\_ shares of the Company by me/ \_\_\_\_\_ (Name of the Immediate relative) singly/ jointly acquired by me on \_\_\_\_\_ (Date). I \_\_\_\_\_ desire to sell the said shares on account of \_\_\_\_\_ (provide reasons).

Thanking you,  
Yours faithfully,

Name  
(Designation)  
Department



**FORM D**  
**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: Dai-ichi Karkaria Limited  
 ISIN of the company: INE928C01010

**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 & addresses 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	No.		Number of units (contracts* lot size)	Notional value in Rupee terms	Number of units (contract* lot size)	Notional value in Rupee terms

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

Date :  
 Place:

Signature:

Name :  
 Designation :



**Form E**  
**Annual Disclosure of Shareholding**

To,  
The Compliance officer,  
Dai-ichi Karkaria Limited,  
Liberty Building, S.V.T. Marg,  
New Marine Lines,  
Mumbai – 400020

Dear Madam,

**Sub: Annual Disclosure of Shareholding**

I, \_\_\_\_\_, Promoters, Directors, KMP and Designated Employees / Persons along with my immediate relatives holds the following shares in the Company as on 31<sup>st</sup> March \_\_\_\_\_,

**I. Statement of shareholding of Promoters, Directors, KMP and Designated Employees / Persons;**

Name & Designation	Department	Number of shares at the beginning of the financial year	Number of shares at the end of the financial year	Folio No./ DP Id/ Client Id.

**II. Statement of shareholding of Promoters, Directors, KMP and Designated Employees / Persons;**

Name of the Immediate Relative	Number of shares at the beginning of the financial year	Number of shares at the end of the financial year	Folio No./ DP Id/ Client Id.

Date :  
Place:

Signature:

Name :  
Designation :



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

Name of the Company : Dai-ichi Karkaria Limited  
 ISIN of the Company : INE928C01010

**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/ 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	From	To			Buy		Sell			
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)		

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

Date :  
 Place :

Signature :  
 Designation :  
 Department: