

CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY INSIDERS

1. Definitions

- 1.1 “**Act**” means the Securities and Exchange Board of India Act, 1992.
- 1.2 “**Board**” means the Board of Directors of the Company.
- 1.3 “**Code**” or “**Code of Conduct**” shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of Vijay Solvex Ltd as amended from time to time.
- 1.4 “**Company**” means Vijay Solvex Ltd.
- 1.5 “**Compliance Officer**” means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be.
- 1.6 “**Chinese Wall**” The system of policies, procedures and physical arrangements used to manage Confidential Information and prevent the inadvertent spread and misuse of Inside Information, or appearance thereof.
- 1.7 “**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himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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 Board; 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 the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

1.7 **“Dealing in Securities”** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

1.8 **Designated Employee(s)** shall include :

- (i) every employee in the grade of Assistant General Managers and above;
- (ii) every employee in the finance, accounts, secretarial and legal department as may be determined and informed by the Compliance Officer; and
- (iii) any other employee as may be determined and informed by the Compliance Officer from time to time.

1.9 **“Director”** means a member of the Board of Directors of the Company.

- 1.10 **"Employee"** means every employee of the Company including the Directors in the employment of the Company.
- 1.11 **"Generally available Information"** means information that is accessible to the public on a non-discriminatory basis.
- 1.12 **"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
- 1.13 **"Insider"** means any person who,
- (i) a connected person; or
 - (ii) in possession of or having access to unpublished price sensitive information.
- 1.14 **"Key Managerial Person"** means person as defined in Section 2(51) of the Companies Act, 2013
- 1.15 **"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:
- 1.16 **"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;
- 1.17 **"specified"** means specified by the Board in writing;
- 1.18 **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 1.19 **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly
- 1.20 **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;
- 1.20 **Unpublished Price Sensitive Information"** means: 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; and
- (vi) material events in accordance with the listing agreement

1.21 “**Regulations**” shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

2. Role of Compliance Officer

- i) The Compliance Officer shall report on insider trading 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 at such frequency as may be stipulated by the Board of Directors.
- ii) The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company’s Code of Conduct.

3. Reporting Requirements for transactions in Securities Initial Disclosures

- i.) Every promoter/ Key Managerial Personnel / Director of the every Company whose securities are listed on any recognized stock exchange , within thirty days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them in the prescribed Form **(Annexure 1)**.
- ii.) 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 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 in the prescribed Form **(Annexure 2)**.

4. Reporting Requirements for transactions in Securities for Continual Disclosures

- i) 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 Rs. Ten lakhs in the prescribed Form **(Annexure 3)**.

The disclosure shall be made within 2 working days of:

- the receipt of intimation of allotment of shares, or
- the acquisition or sale of shares or voting rights, as the case may be.

- ii) Every company shall notify the particulars of such trading 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.

5. Disclosure by other connected persons.

Any company whose securities are listed on a stock exchange may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in prescribed Form **(Annexure 4)** and at such frequency as may be determined by the company in order to monitor compliance with these regulations.

6. Disclosure by the Company to the Stock Exchange(s)

- Every company shall notify the particulars of such trading to the stock exchange on which the securities are listed within 2 trading days of receipt of the disclosure or from becoming aware of such information.
- The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

7. Preservation of “Price Sensitive Information”

i) All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

- Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or

not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

ii) Need to Know:

“need to know” basis means that Unpublished Price Sensitive Information 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.

All non-public information directly received by any employee should immediately be reported to the head of the department.

8. Prevention of misuse of “Unpublished Price Sensitive Information”

Employees and connected persons designated on the basis of their functional role ("designated persons") in the Company shall be governed by an internal code of conduct governing dealing in securities.

8.1 Trading Plan

An insider shall be entitled to formulate a trading plan for dealing in 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.

8.2 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.

8.3 The Compliance Officer shall consider the Trading Plan made 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 Regulations.

8.4 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 information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

8.5 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

SCHEDULE 'A'

Principles of Fair Disclosure for purpose of code of practices and the procedure of fair disclosure of Unpublished 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. Any Files containing unpublished price sensitive information shall be kept secure. Computer files must have security of login ID & Password.
- 3.** The Managing Director of the Company, subject to approval of the Board, is authorised to amend or modify this Code in whole or in part. The Board of Directors may stipulate further guidelines, procedures and rules, from time to time, to ensure fair disclosure of unpublished price sensitive information. This Code shall be published on the official web site of the Company. This Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the Stock Exchange where the securities of the Company are listed. Mr. J.P. Lodha, Compliance 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. The Compliance officer of the company shall assist all the employees / directors in addressing any clarifications regarding this code of conduct.
5. The Compliance Officer shall immediately consult the concerned Departmental head for verification of any market rumors or queries forwarded by the stock exchanges. The compliance Officer or the concerned Departmental head shall reply to the queries or request for verification of market rumors within 15 Days of receipt or such further period as may be allowed by the stock exchange. As and when necessary the Compliance Officer may in consulting with the chairman and Managing Directors make a public announcement for verification or denying rumors before making the disclosure.
6. The Company shall provide only public information to analysts and research persons. No price sensitive information shall be disclosed to analyst and research persons unless prior confirmation from the Compliance officer is received that the said price sensitive information has been made public. The information given to analyst shall be simultaneously made public by issue of press release/ otherwise.
7. **Disclosure, dissemination of price sensitive information with special reference to Analyst and other Investor Relations:-**
 - a.) **Recording of Discussion** in order to avoid misquoting or misrepresentation, it is desirable that at least two Company representatives be present at meeting with analysts, broker and others investors and discussions should preferably be recorded.
 - b.) **Handling of unanticipated Questions** The Company's representatives shall be careful when dealing with analyst's questions that raise issue outside the intended scope of discussions. Unanticipated questions may be taken on notice and a considered response given later. If answer includes price sensitive information, a public announcement should be made before responding.
8. All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

SCHEDULE 'B'

This Code of Conduct will be known as "**Minimum Standards for Code of Conduct to Regulate, Monitor and Report Trading by Insiders**".

This disclosure policy and code of conduct has been made pursuant to Regulation 9(1) & (2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and may be modified by the Board of Directors as and when required.

1. Responsibilities of the Compliance Officer:

The Compliance Officer shall be responsible for setting forth policies and procedures and monitoring adherence to the rules for the prevention of "Price Sensitive Information", pre-clearing of trades of all the designated employees and their dependants, monitoring of trades and the implementation of the code of conduct under the overall supervision of the Board of Directors. The Compliance Officer shall also assist all the employees / directors in addressing any clarifications regarding these regulations.

2. Chinese Wall

Company has established policies, procedures and physical arrangements (**collectively 'Chinese Walls'**) designed to manage confidential information and prevent the inadvertent spread and misuse of inside information, or the appearance thereof.

Management shall understand where Chinese Walls have been set up or where they are needed according to this Policy or local requirements.

In general, Chinese Walls separate areas that have access to Inside Information (“Insider Areas”) from those who do not have such access (“Public Areas”). As such, Chinese Walls are designed to operate as barriers to the passing of Inside Information and Confidential Information. Chinese Walls are also designed as a means of managing Conflicts of Interest.

Where Chinese Walls arrangements are in place employees working within an Insider Area are prohibited from communicating any Confidential or Inside Information to employees in Public Areas without the prior approval of Compliance Officer.

Employees within a Chinese wall have a responsibility to ensure the Chinese wall is not breached deliberately or inadvertently. Known or suspected breaches of the Chinese wall must be referred to Compliance Officer immediately.

a. ‘Permanent Insiders’

Certain employees have access to information from departments that are separated by Chinese Walls. They are “above the wall”. Also, there are certain employees whose role requires them to transcend the Chinese wall. Both groups of employees together are referred to as permanent insiders’. The number of permanent insiders should be limited and their status as a permanent insider should be appreciated, documented and monitored.

The following designations are the permanent insiders and restrict them to share any Confidential or inside Information to employees in Public Areas :

1. Director
2. CFO, Company Secretary
3. General Manager, Deputy General Manager
4. Manager, Assistance Manager

‘Inside Information’

All the above designated employees must maintain the inside information within the organization. Management shall make clear to employees that they must take additional care when communicating Inside Information. Employees shall not only respect the need to know policy but also respect existing Chinese wall arrangements. Furthermore, employees shall be explained that they must not pass any

Inside Information to any third party either expressly or by way of making any recommendation for the purpose of buying or selling securities.

3. Designated Employees –

The Board of Director shall in consultation with the compliance officer specify the designated person to be covered by such code of conduct on the basis of their role and function in the organization. Following are the designation as mentioned below:

- i) All the directors of the company
- ii) Officers comprising the top three tiers of the company's management
- iii) Managers and above and
- iv) All employees in the Accounts & finance department, secretarial department.

4. Trading Window:

- (i) The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.
- (ii) When the trading window is closed, the Designated Persons shall not trade in the Company's securities in such period.
- (iii) All Designated Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in Point No. (ii) above or during any other period as may be specified by the Company from time to time.
- (iv) 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, shall decide the timing for re-opening of the trading window, however in any event

it shall not be earlier than forty-eight hours after the information becomes generally available.

- (v) 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. Pre-clearance of trades:

All Designated Persons, who intend to deal in the securities of the Company when the trading window is opened, trading by designated person shall be subject to pre-clearance by the compliance officer and if the value of the proposed trades is above such thresholds limit as may be decided by the board of directors of the company. However, no designated person shall be entitled to 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 and hence he shall not be allowed to trade. The pre-dealing procedure shall be hereunder:

- (i) An application may be made in the prescribed Form **(Annexure 5)** to the Compliance officer indicating the estimated number of securities that the Designated Person intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.
- (ii) The Compliance Officer shall confidentially maintain a list of such securities as a 'restricted list' which shall be used as the basis for approving or rejecting application for pre clearance of trade.
- (iii) An undertaking **(Annexure 6)** shall be executed in favour of the Company by such Designated person incorporating, inter alia, the following clauses, as may be applicable:
 - (a) That the employee/director/officer does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
 - (b) That in case the Designated Person has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - (c) That he/she has not contravened the code of conduct for prevention of insider trading as

notified by the Company from time to time.

(d) That he/she has made a full and true disclosure in the matter.

(iii) All Designated Persons shall execute their order in respect of securities of the Company within 7 days after the approval of pre-clearance is given. The Designated Person shall file within 7 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 8).

(iv) If the order is not executed within seven days after the approval is given, the employee/director must pre-clear the transaction again.

(v) All Designated Persons 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. All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

(vi) The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

6. Penalty for contravention of the code of conduct

i) Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).

ii) Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.

iii) Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.

- iv) 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.

ANNEXURE - 2

FORM B									
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015									
Name of the Company: _____									
ISIN of the company: _____									
Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon									
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	8	9	10

ANNEXURE - 3

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 comp																
Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc)	Securities held prior to acquisition/disposal		Securities acquired/Di		% of shareholdin		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 marke	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, Convertib	No.	Type of security (For eg. – Shares, Warrants, Convertib	No.	Pre-Transaction	Post Transaction	From	To			Buy	Sell			
												Value	Number of Unit	Value	Number of Unit	
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.																

ANNEXURE - 4

ANNEXURE 5
SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date:

To,
The Compliance Officer,
Vijay Solvex Ltd
Bhagwati Sadan,
Swami Dayanand Marg
Alwar – 301001

Dear Sir/Madam,

Application for Pre-dealing approval 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 purchase / sale / subscription of _____
Equity shares of the Company as per details given below:

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

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature of Employee)

ANNEXURE 6
FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE
APPLICATION FOR PRE-CLEARANCE

UNDERTAKING

To,

_____,'

I, _____, _____ of the Company residing at _____, am desirous of dealing in _____ * shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that 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.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within four days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

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

Date :

Signature : _____

* Indicate number of shares

ANNEXURE 7
FORMAT FOR PRE- CLEARANCE ORDER

To,

Name : _____

Designation : _____

Place : _____

This is to inform you that your request for dealing in _____ (nos) shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,

For _____

Compliance Officer

Date: _____

Encl: Format for submission of details of transaction

ANNEXURE 8

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To,
The Compliance Officer,

_____ ,

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to _____ securities as mentioned below on ____ (date)

Name of holder	No. of securities dealt with	Bought/sold/subscribed	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.

2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

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

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date : _____

Signature : _____

Name :

Designation