

## **CODE FOR PREVENTION OF INSIDER TRADING IN SECURITIES OF SINTERCOM INDIA LIMITED ("SIL")**

This Code has been formulated pursuant to sub-regulation (1) of regulation 12 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 ("SEBI Regulations") and is in accordance with the Model Code specified in Schedule I to the SEBI Regulations. In the event of any inconsistency between this Code and the said Model Code (as amended from time to time), the provisions of the said Model Code shall prevail.

### **I. DEFINITIONS**

**1. INSIDER** - any person who:

- (i) is connected or was connected with SIL or is deemed to have been connected with SIL and who is reasonably expected to have access, to unpublished price sensitive information in respect of shares / securities of SIL, or
- (ii) has received or has had access to such unpublished price sensitive information.

**2. CONNECTED PERSON** - any person who is a director of SIL or occupies the position as an officer or an employee of SIL or holds a position involving a professional or business relationship between himself and SIL, whether temporary or permanent and who may reasonably be expected to have access to unpublished price sensitive information in relation to SIL and shall include the following persons:

- a) Company's subsidiaries;
- b) Company's Bankers, Lenders and Debenture Trustee(s);
- c) Share Transfer Agent(s), Registrar to any issue of securities;
- d) Statutory Auditors, Internal Auditors, Cost Auditors and Tax Auditors;
- e) Relatives / employees of Connected Persons;

Connected person shall also include any person who is a connected person six months prior to an act of insider trading.

**3. DEALINGS IN SECURITIES OF SIL** - means an act of subscribing, buying, selling, or agreeing to subscribe, buy or sell or deal in any equity shares or listed securities (or derivative thereof) of SIL by any person either as a principal or as an agent.

**4. UNPUBLISHED PRICE SENSITIVE INFORMATION** - any information which relates to the following matters or is of concern, directly or indirectly, to SIL, and is not generally known by the public or published by SIL for general information, but which if published or known, is likely to materially affect the price of shares / securities of SIL in the market -

- Periodical financial results (quarterly or annual) of SIL;
- Intended declaration of dividends (interim or final);
- Issue of securities or buyback of securities;
- Any major expansion plans or execution of new projects;
- Amalgamation, mergers or takeovers;
- Disposal of the whole or substantial part of Undertaking;
- Any significant changes in policies, plans or operations of the Company.

Speculative reports in print or electronic media shall not be considered as published information unless confirmed by the Company, in which case, it will be treated as published information with effect from the date of such confirmation.

**5. EMPLOYEE** - means any person employed by SIL .

**6. OFFICER** - The term "Officer" includes any director, manager or secretary or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the Directors is or are accustomed to act and shall include an Auditor of the Company.

**7. DESIGNATED EMPLOYEES** - The following Officers and Employees shall be included in the term "designated employees": -

a) Officers / employees comprising of the top three tiers of the Company Management as mentioned below:

**TIER I**

All Managing/Executive/ Whole-time Directors of the Company including the Chairman;

**TIER II**

The Chief Executive Officer, the Chief Operating Officer, the Chief Financial Officer, the Company Secretary and employees / persons in charge of various business divisions of the Company;

**TIER III**

All Employees / executives designated as Vice-President or having any higher designation in / for the Company;

b) Such employees and other persons working in the Finance, Treasury, Legal, Secretarial and Taxation Departments of the Company and in the Corporate Office of the Company as maybe decided by the Compliance Officer;

c) The respective secretaries / personal assistants / executive assistants of the employees / persons covered under Tiers I to III above.

d.) Any other of Designated Employees from time to time. officer / employee / person who may have access to price sensitive information and who is notified by the Compliance Officer shall be included within the purview

The Compliance Officer shall maintain a record of the Designated Employees and any change made in the list of designated employees from time to time.

The Designated Employees shall be subject to trading restrictions as contained in this Code such as prohibition of trading during Trading Window Closure period, Pre-Clearance of transactions in respect of the securities of the Company, reporting in respect of dealings in the securities of the Company and holding the securities of the Company for the prescribed length of time.

**8. COMPLIANCE OFFICER** - means such senior official appointed by the Company who is mainly responsible for setting forth policy, procedures, monitoring adherence to the rules for the preservation of price sensitive information, implementation of this Code within the Company under the overall supervision of the Board of Directors of the Company, Pre-clearing of trades by designated employees and

their dependants (directly or through the respective Heads of Departments as decided by the Board / Chairman) and dissemination of information to the Stock Exchanges and media. The Company has appointed Ms. Anuja Joshi as the Compliance Officer.

**9. TRADING WINDOW** - Trading Window refers to the period during which the Directors / Officers / Designated Employees can conduct their dealings in the securities of the Company. The Trading Window shall be closed during the period and under the circumstances as mentioned in clause V of this Code. During the Trading Window Closure Period, Directors / Officers / Designated Employees are prohibited from conducting any dealings in the securities of the Company.

**10. DEPENDANTS** - SIL has designated the following persons as dependants:

- a.) Spouse;
- b.) Minor son;
- c.) Dependant parents;
- d.) Dependant major son;
- e.) Dependant unmarried daughter;
- f.) Dependant brother;
- g.) Dependant sister.

**11. SECURITY** - Security shall mean shares, stocks, bonds, debentures or other marketable securities of the Company that are listed on one or more recognized Stock Exchange(s) in India or abroad.

**12. WORKING DAY** - means the working day when the regular trading is permitted on the stock exchanges on which the Company's shares / securities are listed.

**13. INTERPRETATIONS OF CERTAIN WORDS AND EXPRESSIONS** - Words and expressions used herein and not defined in this Code but defined in the SEBI (Prohibition of Insider Trading) Regulations, 1992 or the Companies Act, 1956, shall have the same meanings respectively assigned to them in those Acts.

## **II. APPLICABILITY**

This Code shall apply to all Directors/ Officers / Employees / Designated Employees / Connected Persons of SIL and shall be called "Code for Prevention of Insider Trading of SIL".

## **III. CONFIDENTIALITY**

1. Directors / Officers / Employees / Designated Employees / Connected Persons shall maintain the confidentiality of all price sensitive information and shall not pass on such information directly or indirectly by way of making a recommendation for purchase or sale of securities.

2. Unpublished price sensitive information shall be handled on a need to know basis and shall be disclosed only to those within the Company or to Connected Persons who need the information to discharge their duty.

3. Directors / Officers / Designated Employees / Connected Persons shall ensure that all files containing confidential information are kept secure and that all computer files containing confidential information have adequate security of log in and pass word.

4. Access to any unpublished information by Officers / Employees / Designated Employees, shall be reported immediately to the respective Head of the Department (who in turn shall promptly report the same to the Compliance Officer) or to the Compliance Officer.

#### **IV. RESTRICTIONS**

In accordance with the SEBI regulations, no insider shall :

1. Deal or speculate in the securities of the Company listed on any Stock Exchange, either on his own behalf or on behalf of any other person :
  - a) on the basis of unpublished price sensitive information;
  - b) when the trading window is closed;
2. Communicate, directly or indirectly, any unpublished price sensitive information to any other person, except as required in the ordinary course of business or under any law;
3. The Company shall not deal in the securities of another Company or associate of that other Company while in the possession of any unpublished price sensitive information.

#### **V. TRADING WINDOW CLOSURE PERIOD**

1. Directors/Officers/Designated Employees shall conduct their dealings in the securities of the Company only when the Trading Window is open and shall not deal in any transaction involving the purchase, sale or other dealing of / in the securities of the Company during the Trading Window Closure Period.
2. The Trading Window shall be closed for / in connection with the following purposes :
  - (a) Declaration of Financial results (quarterly, half-yearly and annual);
  - (b) Declaration of Dividend (Interim / Final);
  - (c) Issue of Securities by way of Public / Rights / Bonus etc.;
  - (d) Any major expansion plans or execution of new project;
  - (e) Amalgamation, merger and/or takeover;
  - (f) Buy back of securities;
  - (g) Disposal of the whole or substantially the whole of the undertaking of the Company;
  - (h) Any change in the policy, plan or operations of the Company that would have a substantial effect on the business or operations of the Company.

Such Closure Period shall commence from the date on which intimation is given by the Company to the Stock Exchange(s) of the date of the Board Meeting to be held for consideration / approval of the aforesaid items and ending 24 hours after intimation of the decision taken by the Board at the said Meeting is communicated to the Stock Exchange(s);

3. The Trading Window may also be closed for such other purpose/s and period/s as the Management may specify, from time to time at its sole discretion.

4. In case of ESOPs, exercise of Options is allowed during the period when the Trading Window is closed. However sale of shares allotted / acquired on exercise of Options shall not be allowed when Trading Window is closed.

## **VI. DISCLOSURE REQUIREMENTS**

### **1. By new Directors /Officers/Designated Employees:**

A Director, Officer or Designated Employee holding any Securities / Voting Rights in the Company, shall disclose to the Company in Form B prescribed under the SEBI Regulations, the number of Securities/ Voting Rights held and positions taken in derivatives by him/her as also by his/her Dependants, within 2 Working Days of his/her becoming a director / officer / Designated Employee of the Company. Such director / officer / Designated Employee shall also make a disclosure in Form D prescribed under the SEBI Regulations, to the Company and the Stock Exchanges on which Company's shares/securities are listed, any change in his / her /their Dependants' holding of such Securities/ Voting Rights from last disclosure made, if the change exceeds Rs.5,00,000/- in value or 5000 Securities or 1% of total Securities of that class / Voting Rights in the Company, whichever is lower within 2 Working Days of such change.

### **2. By existing Directors/Officers/Designated Employees;**

Every director /officer/designated employee of the Company shall disclose :-

i) to the Company, their and their Dependants existing holding of Securities / Voting Rights and position taken in derivatives in the Company, in Form B prescribed under the SEBI Regulations

ii) to the Company and the Stock Exchanges on which the Company's shares/securities are listed, any change in their/their Dependants' holding of Securities/ Voting Rights from the last disclosure made, if such change exceeds Rs.5,00,000/- in value or 5,000 Securities or 1% of the total Securities of that class/ Voting Rights in the Company, whichever is lower, within 2 Working Days of such change, in Form C prescribed under the SEBI Regulations.

iii) All their dealings in Securities of the Company on annual basis, as at 31st March every year, irrespective of whether falling within the threshold limit or for which prior clearance is obtained

### **3. Disclosure made by directors/officers/designated employees to be informed to Stock Exchange**

The Company shall comply with the applicable provisions of the SEBI (Prohibition of Insider Trading) Regulations 1992 (as amended from time to time) concerning submission of disclosures received under this Code to the Stock Exchanges.

## **VII. PRE-CLEARANCE**

1 Directors/Officers/Designated Employees and/or their Dependants, who intend to deal in the Company's Securities during the period other than the trading window closure period, shall have to obtain prior permission from the Compliance Officer by making an application in the prescribed format along with an Undertaking incorporating the following Clauses (refer Annexure "A" hereto for format of such application and undertaking):

a) That the designated employee /director / officer / their Dependants does not have access or has not received price sensitive information up to the time of signing the Undertaking.

b) That in case the designated employee /director / officer / their Dependants 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 for Prevention of Insider Trading as notified by the Company from time to time.

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

However, prior permission will not be required if number of Equity Shares or other listed Securities to be traded does not exceed 2,000 Nos. or Rs. 2,00,000/- in value in any one period of 30 days.

Prior permission shall also not be required for acquiring securities pursuant to exercise of stock options granted by the Company under its ESOP Scheme in force from time to time.

In case of dealing by the Compliance Officer, prior permission from the Chairman and in case of the Chairman, prior permission from Director(s) authorized by the Board of Directors of the Company shall be obtained.

2 The transaction for which permission is sought shall be carried out within one week after the approval has been obtained. If the order is not executed within one week after the approval is given, the director/officer/designated employee/their Dependants shall pre-clear the transaction again.

## **VIII. IMPORTANT CONDITIONS**

1 A Director/Officer/ Designated employee and/or their dependants who buys or sells 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. However, in case a sale of shares is necessitated by personal emergencies, the aforesaid period of six months may be waived on an application made to the Compliance Officer in the prescribed format and the reasons for such waiver being recorded in writing in that behalf (refer Annexure "B" hereto for format of such application). Further, the aforesaid restrictions on entering into 'opposite transaction' shall also not apply to acquisition of securities pursuant to exercise of options vested under any Employee Stock Option Scheme if any formulated by the Company from time to time or to sale of such securities within a period of six months from the date of such exercise of options.

2 In case of Compliance Officer, application for waiver referred to above is to be made to the Chairman and in case of the Chairman, the application is to be made to Director(s) authorized by the Board of Directors of the Company.

3 Directors / Officers / Designated Employees / their Dependants shall not take positions in derivative transactions in the shares of the Company at any time.

4 In case of subscription in the primary market, Directors / Officers / Designated Employees / their Dependants shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted. However, in case a sale of shares is necessitated by personal emergencies, the aforesaid period of 30 days may be waived on an application made to the Compliance Officer in the prescribed format and the reasons for such waiver being recorded in writing in that behalf (refer Annexure "E" hereto for format of such application).

## **IX REPORTING TO THE BOARD**

The Compliance Officer shall place before the Board on a quarterly basis details of all disclosures received and waivers and permissions granted under this Code.

## **X COMPLAINTS WITH THE REGULATORY REQUIREMENTS**

In addition to the requirements of this Code, Employees shall ensure compliance with applicable provisions of SEBI (Prohibition of Insider Trading) Regulations, 1992 shall also ensure compliance with the applicable provisions of SEBI (Prohibition of Fraudulent & Unfair Trade Practices Relating to Securities Markets) Regulations 2003, as amended from time to time.

## **XI PENALTY**

1 Any designated employee/director/officer who contravenes this Code is liable to be penalized and appropriate action will be taken against them by the Company after giving reasonable opportunity to them to explain their stand in the matter. They shall also be subject to disciplinary action including wage freeze, dismissal, ineligibility for future participation in ESOP, forfeiture of benefits, etc.

2 In addition to the action taken by the Company any person violating this Code shall also be liable for appropriate action under the SEBI Regulations.

3 In case of any violation of any of the provisions of the Regulations, the Company/Compliance Officer shall inform SEBI of the same.

XI. The Chairman shall be responsible for intimating to the Compliance Officer of any changes in policies so as to enable him to notify the Designated Employees accordingly.

XII. The Management has the right to change / amend this Code from time to time at its sole discretion and/or in pursuance of any amendments made in the SEBI (Prohibition of Insider Trading) Regulations, 1992.

XIII. The decision of the Compliance Officer / Chairman shall be final, binding and conclusive and shall not be justifiable in any forum.

XIV All correspondence with SIL in regard to this Code should be sent to the Compliance Officer and marked "CONFIDENTIAL".

XV This Code shall be applicable with immediate effect

**SINTERCOM INDIA LIMITED**  
**ANNEXURE "A"**  
**of Code for Prevention of Insider Trading**  
**Application for Pre-clearance for dealing in Company's Securities above threshold limit**  
(refer clause no. VII of the Code for Prevention of Insider Trading)

From :  
Name :  
Designation :

Date :

To :  
The Compliance Officer  
Sintercom India Limited  
Pune

With reference to the Code for Prevention of Insider Trading ("the Code") of the Company, I seek your approval to subscribe to / agree to subscribe to / purchase\* / sell\* / deal as an agent / principal in \_\_\_\_\_ (nos.) of \_\_\_\_\_ (description of security) of the Company. The statement of securities of the Company held as on \_\_\_\_\_ and my Undertaking in the prescribed format are enclosed for your perusal in this connection.

\* I declare that I have not entered into an opposite transaction of sale / purchase during the 6 months preceding this application.

\* I further declare that the minimum holding period stipulated in the Code with respect to the securities proposed to be sold has been complied with.

Signature: \_\_\_\_\_

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PRE-CLEARANCE ORDER

Date :

This is to inform you that your request for dealing in \_\_\_\_\_ (nos.) of \_\_\_\_\_ (description of security) of the Company as mentioned in your above mentioned application is approved. Please note that the said transaction must be completed on or before \_\_\_\_\_ i.e. within one week from today.

For SINTERCOM INDIA LIMITED

Compliance Officer

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CONFIRMATION OF DEAL

Date :

To: The Compliance Officer, SIL.

I confirm that the security dealing for which approval was granted on \_\_\_\_\_ was completed on \_\_\_\_\_ by purchasing / selling \_\_\_\_\_ (nos.) of \_\_\_\_\_ (description of security) of the Company.

Signature : \_\_\_\_\_

SINTERCOM INDIA LIMITED

**ANNEXURE "A - 1"**

Statement of holding of securities at the time of Pre-clearance  
(refer Annexure D of the Code for Prevention of Insider Trading)

To,

The Compliance Officer,  
SINTERCOM INDIA LIMITED

I, \_\_\_\_\_, hereby declare that the details of securities held by me and the securities held by my Dependents in the Company as on this date are furnished below:

Name Relation Folio No.	
DP ID / Client ID No. / ESOP*	
Type of Security	
No. of Securities	

\*Where the securities proposed to be sold are pursuant to cashless exercise of stock options, please mention "ESOP Entitlement" in this column.

Date : \_\_\_\_\_ Signature \_\_\_\_\_

**SINTERCOM INDIA LIMITED**

**ANNEXURE "A - 2"**

UNDERTAKING TO BE SUBMITTED ALONGWITH APPLICATION FOR PRE-CLEARANCE  
(refer Annexure D of the Code for Prevention of Insider Trading)

To,  
The Compliance Officer,

SINTERCOM INDIA LIMITED

I, \_\_\_\_\_ (name and designation), am desirous of dealing in \_\_\_\_\_ (nos.) of \_\_\_\_\_  
(description of security) of the Company as mentioned my application dated \_\_\_\_\_ for pre-clearance of  
the transaction.

As required by the Code for Prevention of Insider Trading ("the Code") of the Company, I hereby state as  
follows :

- a) I have no access to nor do I have any information that could be construed as "Price Sensitive Information"  
as defined in the Code up to the time of signing this undertaking;
- b) 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 in writing and  
shall completely refrain from dealing in the securities of the Company until such information becomes  
public;
- c) I have not contravened the provisions of the Code in force as of date;
- d) I have made full and true disclosure in the above matter.

Date: Signature:

**SINTERCOM INDIA LIMITED**  
ANNEXURE "B"  
of Code for Prevention of Insider Trading

Application for Waiver of  
Restriction on undertaking Opposite Transactions or on Maintaining Minimum Holding Period  
(Refer clause no. VIII of the Code for Prevention of Insider Trading)

Date:  
To,  
The Compliance Officer,  
SINTERCOM INDIA LIMITED

Dear Sir,

I request you to grant me waiver from:

- a) the restriction of undertaking an 'opposite transaction' of sale/purchase of the securities of PHL;
- b) of the minimum holding period of 30 days; 18 as required under clause VIII of the Code for Prevention of Insider Trading with respect to the following securities of the Company held by me:

Name Relation Folio No.	
DP ID / Client ID No. / ESOP*	
Type of Security	
No. of Securities	
Date of Acquisition	

The reasons for seeking this waiver are:  
(Mention reasons)

Thanking you,

Yours faithfully,

\_\_\_\_\_  
(Name)  
(Designation)  
(Department)