



DIC INDIA LIMITED
CIN: L24223WB947PLC015202
Transport Depot Road, Kolkata – 700088
Phone: 033 24496591-95, Fax: 033 24492311
Email: investors@dic.co.in

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

Preamble

This Code of Conduct will be known as “DIC INDIA LIMITED - Code of Fair Disclosure, Conduct & Internal Procedure for Prevention of Insider Trading” (“**Code**”) issued pursuant to Regulations 8 and 9 of the Security and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“**Regulations**”).

1. The decision of the Board of Directors (defined below) with regard to all matters relating to this Code will be final and binding on all concerned. The Board of Directors shall have power to modify or replace this Code, in part or full, as appropriate and as may be thought fit from time to time.
2. This Code supersedes the earlier Code of Insider Trading Regulations – Coates of India Limited approved by the Board in its meeting held on 31st July 2002.
3. This Code has been duly approved by the Board of Directors on 29th June, 2015 and shall be deemed to have come into force with immediate effect.
4. The definition of terms mentioned in the Regulations, as may be amended from time to time, is applicable to this Code and not intentionally repeated in this Code.

PART - I

Code of Conduct

A. Definition

1. “**Company**” means DIC India Limited.
2. “**Board of Directors**” means the Board of Directors of the Company.
3. “**Compliance Officer**” means the Company Secretary as may be appointed by the Board of Directors for the purpose of this Code from time to time.
4. “**Designated Person(s)**” means the person listed below.
 - (a) directors (both Executive and Non-Executive) of the Company;
 - (b) key managerial personnel of the Company;
 - (c) all the general managers and any managerial persons above the general manager of the Company;



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- (d) employees in Finance/Accounting Dept., Legal Dept., HR Dept., IT Dept., Purchasing Dept., SCM Dept., Safety/QA Dept. and Plant Operation Dept. located at Kolkata and Noida offices of the Company; and
 - (e) such other employees as may be determined by the Board of Directors from time to time.
5. **“Trading Window”** means the period during which the Company’s Securities can be traded;
 6. **“Securities”** means equity (ordinary) shares or such other security of the Company.
 7. **“SEBI”** means the Security and Exchange Board of India.
 8. **“Unpublished Price Sensitive Information”** means the unpublished price sensitive information defined under the Regulations.

B. Duties of the Compliance Officer

1. The Company Secretary of the Company shall be the Compliance Officer for the purpose of this Code.
2. The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring, adherence to the rules for the preservation of the Unpublished Price Sensitive Information, pre-clearance of trades of the Securities by Designated Persons and their relatives, monitoring of trades of the Securities by the Designated Persons and the implementation of this Code under the overall supervision of the Board of Directors
3. The Compliance Officer shall maintain a list of the Designated Persons and any changes thereof.
4. The Compliance Officer shall maintain all records in the prescribed form submitted by the Designated Persons for a minimum period of five (5) years from the submission.
5. The Compliance Officer shall announce the period when the Trading Window is closed and re-opened. The Compliance Officer shall inform such period 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.
6. The Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the Regulations and this Code.
7. The Compliance Officer shall report to the Board of Directors and, in particular, provide reports to the Chairman of the Audit Committee the Chairman of the Board on compliances with the Regulations on a half-yearly basis.



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8. The Compliance Officer shall inform the SEBI if there is any violation of the Regulations.

C. Duties of Designated Persons and Their Relative

1. Designated Person shall maintain confidentiality of all Unpublished Price Sensitive Information.
2. Designated Person shall not pass on any Unpublished Price Sensitive Information to any person directly or indirectly by way of making a recommendation for the purchase or sale of Securities.
3. Designated Person shall communicate the Unpublished Price Sensitive Information with other Designated Persons only on a “need to know” basis. The Unpublished Price Sensitive Information may be disclosed only to those within the Company who need such Unpublished Price Sensitive Information to discharge their legitimate duties or for other legitimate purposes.
4. Designated Person shall keep files containing the Unpublished Price Sensitive Information secured and make the electric files containing the Unpublished Price Sensitive Information have adequate security of login and password, etc.
5. Designated Person and their immediate relatives shall not trade the Securities when the Trading Window is closed i.e. shall not purchase, sale or deal in the Securities by themselves or pass on the Unpublished Price Sensitive Information to others to enable them to deal in the Securities during the period when the Trading Window is closed or during any other period as may be specified by the Company from time to time.
6. Designated Person shall, and shall cause their immediate relatives to, obtain approval for the proposed trading of the Securities before entering into such trading from the Compliance Officer by making an application in the prescribed **Pre-dealing Form** (as per **Annexure 1**) (which is available with the Compliance Officer) and submitting an undertaking in favour of the Company in the prescribed form (as per **Annexure 2**) if they intend to deal in the Securities. Minimum threshold limit for compliance with this Code shall be two thousand and five hundred (2,500) equity shares of the Company. Therefore, in case of trading of two thousand and five hundred (2,500) or more equity shares of the Company, Designated Person shall, and shall cause their immediate relatives shall obtain pre-dealing approval and other disclosure compliances under this Code.
7. Designated Parson shall, and shall cause their immediate relatives to, upon approval of the pre-dealing application by the Compliance Officer (as per **Annexure.4**), execute their order in respect of the Securities within seven (7) days from the date of the pre-dealing approval. If the order is not executed within such seven-day (7-day) period, the Designated Person or their immediate relatives shall obtain a fresh pre-dealing approval again. Within four (4) days of the execution of the trading, the details of such trading shall be filed with the



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Compliance Officer in the prescribed form. In case the trading is not undertaken, a report to that effect shall be filed (as per Annexure 5).

8. Designated Person shall not, and shall cause their immediate relatives not to, make any **contra trade** within six (6) months of the last trading for which the contra trade is being considered. Should a contra trade be executed inadvertently or otherwise in violation of such restriction, and where the aggregate traded value of the contra trade executed in one transaction or a series of transactions is Indian Rupee five hundred thousand (Rs 500,000) or more, the profits from such trade shall be disgorged for remittance to the SEBI in terms of Clause 10 of Schedule B of the Regulations. In case the sale of the Securities is necessitated by personal emergency or exceptional circumstances, the holding period and contra trade period may be waived by the Compliance Officer after recording in writing his reasons in this regard (as per Annexure 3) and subsequently ratified by the Board of Directors but no such trading should be permitted when the Trading Window is closed.
9. Designated Person shall not, and shall cause their immediate relatives not to, trade in any Securities at any time when he/she is in possession of the Unpublished Price Sensitive Information or otherwise where approval for the trading is not given by the Company.

D. Trading Plans-

The option for submitting trading plan as envisaged in Regulation 5 of the Regulations shall not be available for any Designated Person under this Code.

E. Reporting Requirements

Designated Person shall, and shall cause their immediate relatives to, submit the following details of their Securities to the Compliance Officer:

- (a) details of the Securities held by the person concerned at the time of joining and in case of others within a period of one (1) month from the date when this Code is enforced (**Form B**);
- (b) all trading of the Securities within two (2) trading days of the trading taking place where total amount of such trading exceeds Indian Rupee one million (Rs 1,000,000)/- in value, whether in one transaction or a series of transactions over any calendar quarter (**Form C**); and
- (c) half yearly statement of holding in the Securities within fifteen (15) days of the close of 30th June and 31st December of that financial year (**Form A**).

F. Trading Window

The Trading Window shall be closed for ten (10) days prior to the happening of, *inter alia*, each of the events listed below and remain closed not earlier than forty-eight (48) hours after the publication of the same. The Trading Window may be further closed by the Company during such time in addition to the above period as it may deem fit from time to



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time. This rules on 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.

- (a) declaration of financial results of the Company (quarterly, half yearly and annual);
- (b) declaration of dividends (interim and final);
- (c) issue of Securities by way of public/rights/bonus etc.;
- (d) change in key managerial personnel;
- (e) any major expansion plan or execution of new project;
- (f) amalgamation, mergers, takeovers and buy back;
- (g) disposal of whole or substantially the whole of the undertaking; and
- (h) any changes in important policies, plans or operations of the Company.

G. PENALTY

1. In the event that Designated Person trades the Securities or communicates any Unpublished Price Sensitive Information for trading in the Securities in contravention of this Code, such Designated Person shall be penalised, and the Company shall take appropriate action against such Designated Person after giving reasonable opportunity of being heard. Such Designated Person shall also be subject to disciplinary action including wage freeze, suspension etc.
2. In addition to the action taken by the Company, Designated Person violating the Regulations shall also be subject to action by the SEBI as per the SEBI Act. In case of any violation, the Company shall intimate the same to the SEBI.



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PART - II

Code of Corporate Disclosure Practices for Prevention of Insider Trading

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

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



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ANNEXURE 1

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

Date:

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

Dear Sir,

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

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

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

Please grant your permission for the said transaction.

Thanking You,

Yours Faithfully,

Name of Employee:

Division:
Department :
Employee Code:

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



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ANNEXURE 2

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

Date:

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

Dear Sir,

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

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

Thanking You,
Yours Faithfully,

Name of Employee:

Division:
Department :
Employee Code:



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ANNEXURE 3

Form Of Application For Waiver Of Minimum Holding Period

Date:

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

Dear Sir,

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

Thanking You,

Yours Faithfully,

Name of Employee:

Division:
Department :
Employee Code:



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ANNEXURE 4

Form of grant of Pre-Clearance by the Compliance Officer

DIC INDIA LIMITED

Sub: PRE-CLEARANCE ORDER

Ref.: Your Application dated

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

For DIC India Limited.

Compliance officer

Date:



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ANNEXURE- 5

Form of Confirmation of Deal

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

Date:

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

Dear Sir,

DETAILS OF TRANSACTION

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

I hereby inform you that I

- have not bought/sold/subscribed any Securities of the Company
- have bought/sold/subscribed to the _____ Securities (give description) as mentioned below on _____ (insert date)

Name of holder	** First or joint holder	No. of Securities dealt with	Bought / Sold/ Subscribed	DP ID/CLIENT ID (electronic form) or Folio no. for physical where the Sec. will be debited or credited	Price (Rs)

** "F" first holder "J" joint holder

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

1. Broker's contract note



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

I agree to hold the above Securities for a minimum period of six months. In case there is any urgent need to sell these Securities within the said period, I shall approach the Company (Compliance Officer) for necessary approval (applicable in case of purchase / subscription).

Thanking You,

Yours Faithfully,

Signature: _____

Name of Employee:

Division:

Department :

Employee Code:

- Strike out whichever is not applicable.