

## CODE OF FAIR DISCLOSURE

### UNDER SEBI (PROHIBITION OF INSIDER TRADING (REGULATIONS) 2015

Company Secretary (Compliance Officer) shall be Chief Investor Relations Officer and deal with dissemination of information and disclosure of unpublished price sensitive information.

The Company shall

- (1) promptly make public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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- (2) uniformly and universally disseminate the unpublished price sensitive to avoid selective disclosure,
- (3) promptly disseminate the unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise and shall make such information generally available,
- (4) appropriately and fairly respond to the queries on news reports and shall request for verification of market rumours by regulatory authorities,
- (5) ensure that information shared with analysts and research personnel is not unpublished price sensitive information,
- (6) make transcripts or records of proceedings of meetings with analysts and other investor relations conferences and put it on its website, in order to ensure official confirmation and documentation of disclosures made and
- (7) handle all unpublished price sensitive information on a need-to-know basis.

#### STANDARDS FOR CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS:

- (1) The compliance officer shall report to the Board of directors and in particular, shall provide reports to the Chairman of the Audit Committee, on quarterly basis. The Board shall be informed regarding compliances of the code on quarterly basis.
- (2) The Company will not communicate unpublished price sensitive information to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.
- (3) The company will follow Chinese Wall Policy to prevent the misuse of confidential information, A "Chinese Wall" policy separates people into two groups, one, the Insiders (referred as the "Designated Persons") possessing the unpublished price sensitive information and second, the Outsiders (i.e. the Public or a person below designated person). As per "Chinese Wall" policy, the designated person (termed as person of Insider Area) is not allowed to communicate the unpublished price sensitive information to other person in organization (termed as person of Public Area). In order to comply with the policy, the Compliance Officer shall take declaration in the form of an Undertaking from the designated person (**Form-E**) on quarterly basis, to ensure that, they have not communicated any price sensitive information to any outsider. There will be a wall between all the departments of the company in sharing the price sensitive information.

- (4) If a designated person, having possession of the price sensitive information, intends to communicate the same in order to **fulfill** his legal obligations, then, he must ensure that any provisions of the applicable **acts/laws/regulations** or guidelines of the Government are not violated and the information is not used for trading purpose in securities of the Company. He shall make a disclosure in this regard to the compliance **officer**.
- (5) As presently, the Company is having only one kind of security (**i.e.** equity shares), the trading in the shares shall be covered under the code. The compliance officer is entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information before approving any trade.

### **General provisions.**

Regulation 6 provides that:

- (1) Every public disclosure shall be made in such form as may be specified.
- (2) The disclosures to be made by any person shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- (3) The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account.

Provided that trading in derivatives of securities is permitted by any law for the time being in force.

### **Disclosures by certain persons**

**Regulation 7(1) provides for initial disclosure means one time only in the following cases:**

- (a) Every promoter, key managerial personnel and director of every company whose securities are listed on any recognised 'stock exchange shall disclose his holding of securities of the company as on 14<sup>th</sup> May, 2015 to the company within thirty days, means on or before 13<sup>th</sup> June, 2015. In the annexed Form A.
- (b) 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 Annexed Form B.

**Regulation 7(2) provides for Continual Disclosures, means on the event happened in the following cases.**

- (a) Every promoter, employee and director of every company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten **lakh** rupees or such other value as may be specified in the Annexed **Form C**;
- (b) 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.

Explanation. — It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause (a) of sub-regulation (2).

**Regulation 7(3) for Disclosures by other connected persons.**

The Company requires from any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in the Annexed Form D at such frequency as may be determined by the company in order to monitor compliance with these regulations.


**TRADING WINDOW**

- (1) Designated persons may execute trades subject to compliance with the code and the regulations. The company shall maintain a register giving details of trades. The register shall be termed as the notional trading window for the purpose of monitoring trading by designated persons.
- (2) The trading window shall generally be closed after declaration of meeting of Board for consideration of financial results upto a period of 48 hours when financial results are made public. Compliance Officer may also determine other dates for closing window.
- (3) Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.
- (4) The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.
- (5) 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.
- (6) When the trading window is open, trading by designated persons shall be subject to pre-clearance by the compliance officer, if the value of the proposed trades is above Rupees one lakh. No designated person shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is open.
- (7) Trades that have been pre-cleared have to be executed by the designated person within 7 days of Pre-clearance, failing which fresh pre-clearance would be needed for the trades to be executed.
- (8) A designated person shall not execute a contra trade within 6 months. However, compliance officer may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the regulations.
- (9) If a contra trade is 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 Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

In case it is observed that there has been a violation of the code/ regulations, the Board shall be informed promptly.

**SUMMARY**  
**CODE OF FAIR DISCLOSURE AND CODE OF CONDUCT**  
**FOR PREVENTION OF INSIDER TRADING, 2015**

1. It has to be ensured by insider/designate person/connected persons with Company (mainly directors/HoDs/Sr. Officers/Auditors) that price sensitive information related to the Company is not communicated to any outsider.
2. In case, the price sensitive information is to be communicated in order to fulfill some legal obligations, then, the designated person must ensure that any provisions of the applicable acts/laws/regulations or guidelines of the Government are not violated and the information is not used for trading purpose in shares of the Company.
3. Every promoter, key managerial personnel and director of the Company shall disclose (**Form-A**) his holding of securities of the company to the compliance officer within **30 days** after the code come into force (**i.e. from 14.5.2015**)
4. Designated persons are required to submit **Form-C** disclosing information related to holding, acquisition, and disposal off of the shares of the Company only when the aggregate of their traded value is in excess of **ten lakh rupees** and such disclosure should be made within two trading days of making such transaction.
5. **Trading Plan:** An insider, if so desires, may formulate a trading plan for trading in the securities of the Company and present it to the compliance officer for approval. Trade in shares of the Company can be started only after the completion of **6 months** from the date of approval.
6. If any designated person wants to trade in shares of the Company and the value of the proposed trades is above **one lakh rupees**, he will have to take Pre-clearance from Compliance Officer (i.e, Company Secretary).

BY  orders of the Board

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PRANTI PORWAL  
DESIGNATED COMPLIANCE OFFICER &  
COMPANY SECRETARY  
DATED: 12<sup>th</sup> FEB; 2015  
PLACE: INDORE

# FORM A

## Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7(1)(a) read with Regulation 6(2)]

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

### Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person KMP./oters/  Directors1 immediate relatives/ot hers	Securities held as on the date of regulation coming into force		% of Share holding	Open Interest of the Future contracts held as on the date of regulation coming into force-		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of Units (contracts * lot size)	Notional value in Rupee terms	Number of Units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6		7	

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

Signature:  
Designation:  
Date:  
Place:

# FORM B

## Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7(1)(b) read with Regulation 6(2)]

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

### Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CINI DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/ appointment of Director/ KMP		% of Share holding	Open Interest of the Future contracts held at the time of Becoming Promoter/ appointment of Director/ KMP		Open Interest of the Option Contracts held at the time of Becoming Promoter/ appointment of Director/ KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1.	2	3	4	5	5	6		7	

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

Signature:  
Designation:  
Date:  
Place:

# FORM D

## Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7(3)]

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

### Regulation 7(3) – Transactions by Other connected persons as identified by the company

Name, PAN No., CIN/ DIN & address of connected persons, as identified by the company with contact nos.	Connecti on with company)	Securities held prior to acquisition <sup>1</sup> disposal		Securities acquired Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mod e of acq uisition	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exch on whic h the trade executed	
		Type of security	No.	Type of security	No	Pre transa ction	Post transa ction	From	To			Buy		Sell			
												Value	Numb er of units (contr acts * lot size)	Value	Number of units (contract * lot size)		

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

Signature:  
 Designation:  
 Date:  
 Place:

# FORM C

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

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

### Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

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 (	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed	
		Type of security	No.	Type of security	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 SEBZ (Prohibition of Insider Trading) Regulations, 2015.*

Signature:  
Designation:  
Date:  
Place:



# FORM E

*(As per Chapter V(A), Clause 3)*

## UNDERTAKING TO BE SUBMITTED

### UNDER CHINESE WALL POLICY ON QUARTERLY BASIS BY DESIGNATED PERSONS

I, ..... (Name, designation & dept.) residing at, ..... do hereby state that :-

1. I do have access to the information, that could be construed as "Price Sensitive Information" as defined in the code at the time of signing this undertaking.
2. I have not contravened the provisions of the code of conduct for prohibition of Insider Trading, as notified by the company from time to time.
3. If I have possession of the price sensitive information and I intend to communicate the same in order to fulfill my legal obligations, then, I must ensure that any provisions of the applicable acts/laws/regulations or guidelines of the Government are not violated and the information is not used for trading purpose in securities of ..... I do hereby confirm, that, I have not communicated any price sensitive information to any outsider.
4. I have made full and true disclosure in the matter.

Signature:

Name:

Designation:

Dept. & EMP No.

Date:

**CODE OF CONDUCT**  
**FOR INSIDER TRADING**

**SYNCOM FORMULATIONS (INDIA)**  
**LIMITED**

**REGD OFFICE: 7, NIRAJ INDUSTRIAL ESTATE, OFF  
MAHAKALI CAVES ROAD, ANDHERI (E), MUMBAI-  
400093**

**CIN NO. L24239MH1988PLC047759**

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# Code of Conduct

[Under the SEBI (Prohibition of Insider Trading) Regulations, 2015  
Applicable to the Directors/Officers/Designated Employees and Connected Persons]

## Syncom Formulations (India) Limited

This code may be called as Code of Conduct of **Syncom Formulations (India) Limited** (SFIL) for prevention of Insider Trading. This Code can be modified/amended/alterd by Directors/Compliance Officer as may be authorized by the Board. But in case of any statutory modification or amendment or alteration of the provisions of SEBI (Prohibition of Insider Trading), Regulations 2015, the newly modified / amended / altered provisions of the Regulation shall be placed before the Board of Directors of the SYNCOM FORMULATIONS (INDIA) LIMITED for noting and the amended code shall be deemed to be implemented with effect from the date of approval of the same by the Board.

### 1. PREAMBLE

**Insider trading means** dealing in securities of a listed company traded on any Stock Exchange in India by insiders which includes Directors, Officers and Designated Employees of SYNCOM FORMULATIONS (INDIA) LIMITED based on or when in possession of Unpublished Price Sensitive Information (UPSI).

The SEBI, as part of its efforts to protect the interest of investors in general, had issued the SEBI (Prohibition of Insider Trading) Regulations, 2015, under the powers conferred on it by the SEBI Act, 1992, which is made applicable to all the listed companies. The Regulations prohibits Insider Trading.

### 2. APPLICABILITY

This code shall be applicable to all the Directors, Officers, and Designated Employees of SYNCOM FORMULATIONS (INDIA) LIMITED along with their relatives.

### 3. DEFINITIONS

- (a) **Act** - means the Securities & Exchange Board of India Act, 1992;
- (b) **Board of Directors**- means the Board of Directors of **Syncom Formulations (India) Limited**
- (c) **Body Corporate**- means a body corporate as defined under sub section 11 of Section 2 of the Companies Act, 2013
- (d) **The Company**- means **Syncom Formulations (India) Limited (SFIL)**
- (e) **Compliance Officer**- The Officer appointed by the Board of Directors of SFIL for the purpose of these regulations from time to time.
- (f) **Code**- means this Code of Conduct for Prevention of Insider Trading including modifications made thereto from time-to-time.
- (g) **Trading**- means and includes subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities and " trade" shall be construed accordingly.
- (h) **Promoter**- shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof.
- (i) **Designated Employees**- shall mean and include –Top three tier of SFIL Management, namely:-
  - i. Chief Executive Officer (CEO), Chief Financial Officer (CFO);
  - ii. General Manager and above of all the departments of SFIL;
  - iii. Senior Manager and above of Finance and Accounts, Secretarial, Banking Department of SFIL.

- (j) Officer- shall mean and include –
  - i. Statutory, Secretarial and Internal Auditor of SFIL.
  - ii. Person occupying the position as an **officer** or an employee of SFIL or holds a position involving a professional or business relationship between himself and SFIL whether temporary or permanent and who may reasonably be expected to have an **access** to unpublished price sensitive information in relation to that company.
  - iii. Any other person **as** decided by the Board of Directors of SFIL.
- (k) Director- means Directors on the Board of SFIL both Executive and Non-Executive.
- (l) Insider- means any person who,
  - i. is or was connected with SFIL or is deemed to have been connected with SFIL and who is reasonably expected to have access to unpublished price sensitive information in respect of SFIL, or
  - ii. has received or has had access to such unpublished price sensitive information.
- (m) Unpublished Price Sensitive Information- means any information, relating to 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 include but not restricted to, information relating to the following: –
  - (i) financial results;
  - (ii) dividends;
  - (iii) change in capital structure;
  - (iv) mergers, de-mergers, acquisitions, delisting, 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.
- (n) **Regulation-** means Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations 2015 as amended from time to time.
- (m) Securities- shall mean the Equity Shares of Rs. 1/- each of SFIL and such other securities of SFIL issued from time to time as may be specified by the Board or the Managing Director or the CEO as the case may be of SFIL.
- (o) Trading Window- means the period during which the Directors, Officers and Designated Employees of Company may trade in SFIL's securities.
- (p) Trading day- means a day on which the recognized stock exchanges are open for trading;
- (q) Connected person- means,- As defined in SEBI (Insider Trading) Regulation, 2015
- (r) 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:

#### 4. CODE

##### 1. Compliance Officer

- 1.1 SFIL has appointed the Company Secretary **as** the Compliance Officer who shall report to the Board of Directors.
- 1.2 The Compliance Officer shall be responsible for setting policies, procedures, monitoring adherence to the rules for the preservation of **“Price Sensitive Information”**, **“Pre-Clearing Trades”** of Directors, Officers, Designated Employees' and connected persons (directly or through respective department

heads as decided by SFIL), monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board.

- 1.3 The Compliance **Officer** shall maintain a record of the designated employees and any changes made in the list of designated employees.
  - 1.4 The Compliance **Officer** shall assist all the employees in addressing any clarifications **regarding** the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and the Company's Code of Conduct
2. Preservation of Price Sensitive Information.
    - 2.1 Directors, Officers, Designated Employees and Connected Persons shall maintain the confidentiality of all Price Sensitive Information. Directors, **Officers** and Designated Employees and Connected Persons 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.
    - 2.2 Price Sensitive Information is to be handled on "need to know" basis, **i.e.**, Price Sensitive Information should be disclosed only to those within SFIL who need the information to discharge their duty.
    - 2.3 Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.
    - 2.4 Preservation of misuse of "Price Sensitive Information".
    - 2.5 All Directors, Officers and Designated Employees of SFIL and Connected Persons shall be subject to trading restrictions as enumerated below.
      - i. When the trading window is closed, the Directors, Officers, Designated Employees and Connected Persons shall not trade in the company's securities in such period.
      - ii. The trading window shall be, inter alia closed at the time:-
        - a. Declaration of financial results (quarterly, half-yearly and annually).
        - b. Declaration of dividends (interim and final).
        - c. Issue of securities by way of **public/rights/bonus** etc.
        - d. Any major expansion plans or execution of new projects.
        - e. Amalgamation, mergers, takeovers and buy-back.
        - f. Disposal of **whole** or substantially whole of the undertaking.
        - g. Any changes in policies; plans or operations of SFIL.
        - h. And any other matter which is likely to be price sensitive.
      - iii. Closure of trading window shall commence 12 days before the date of meetings of Board of Directors of SFIL are held to consider any of the items referred hereinabove, unless decided otherwise by the board.
      - iv. The trading window shall be re-opened in 48 hours after the information referred hereinabove, is made public.
      - v. All **directors/officers/designated** employees of SFIL and Connected Persons shall conduct all their dealings in the securities of SFIL only during trading window is open.
    - 2.6 All Directors, Officers and Designated Employees shall not engage in dealing in securities, whether on their own account or on behalf of the Dependent and shall ensure that their Dependent shall also not engaged in Dealing in Securities on their own account, if such Director, Officer or Designated Employees is in possession of any unpublished price sensitive information.

### **3. Trading Plan**

- 3.1 An insider shall formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which, trades may be carried out on his behalf in accordance with such plan.
- 3.2 Insider shall submit trading plan before six months from commencement of trading.
- 3.3 Insider shall not enter into the transaction between the twentieth trading day prior to the last day of any **financial** period for which results are required to be announced by SFIL of the securities and the second trading day **after** the disclosure of such financial results.
- 3.4 If another trading plan is already in existence no other plan shall be accepted covering the same time period.
- 3.5 Insider in his trading plan shall set out number of Securities to be traded along with the nature of trade and time gap between the trade and dates on which such trade shall be effected.
- 3.6 Compliance officer shall review the trading plan, approve and monitor the implementation of the plan.
- 3.7 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.
- 3.8 The Insider shall not execute the aforesaid trading plan if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event Insider shall execute trading plan when such information shall become public.
- 3.9 After approval of the trading plan Compliance Officer shall inform the BSE about the approved trading plan and the same will be broadcast on Company's **website**.
- 3.10 Insider shall submit trading plan along with the declaration and application in "**Annexure- 1-to 3**" or any other format specified by SEBI or BSE.

### **4. Pre-clearance of trades**

- 4.1 All Directors, Officers, Designated employees of SFIL and Connected Persons who intend to deal in the securities of SFIL should pre-clear the transaction as per the pre-dealing procedure as described hereunder.
- 4.2 An application may be made in prescribed format (Annexure 2) to the Compliance Officer indicating the estimated number of shares that the Insider intends to deal in, the depository with which **he/she** has an account and the details as to **his/her** shareholding before and after the intended transaction.
- 4.3 An undertaking (Annexure 3) shall, be executed in favour of the company by such directors, officers, designated employees incorporating, inter alia, the following clauses, as may be applicable :
  - a) That the directors, officers, designated employees does not have any access or has not received "Price Sensitive Information" **upto** the time of signing the undertaking.
  - b) That in case the employee, director, officer has access to or receives "Price Sensitive Information" after signing 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 SFIL 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 SFIL from time to time.

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

## **5. Other restrictions**

- 5.1 All directors, officers, designated employees their dependents and Connected Persons shall execute their order in respect of securities of SFIL within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval is given, the directors, officers, designated employees must pre-clear the transaction again.
- 5.2 All directors/officers/designated employees who buy or sell any number of shares of SFIL 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 directors/officers/designated employees shall also not take positions in derivative transactions in the shares of SFIL at any time. In the case of subscription in the primary market (initial public offers), the above mentioned persons shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.
- 5.3 In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing his/her reasons in this regard.

## **6. Reporting requirements for transactions in securities**

### **Initial Disclosures**

- 6.1 Every promoter, key managerial personnel and director of every company whose securities are listed on any recognized stock exchange shall disclose his latest holding of Securities of SFIL mentioning date of holding as on or before 15<sup>th</sup> May, 2015 taking effect, to the Company within thirty days of these CODE taking effect.
- 6.2 Every person on appointment as a key managerial personnel or a director of SFIL or upon becoming a promoter shall disclose his holding of securities of SFIL as on the date of appointment or becoming a promoter, to SFIL within seven days of such appointment or becoming a promoter to SFIL/Compliance Officer.

### **Continual Disclosures.**

- 6.3 Every promoter, employee and director of every company shall disclose to SFIL the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified by SEBI from time to time.
- 6.4 Compliance Officer of SFIL 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.

### **Disclosures by other connected persons.**

- 6.5 Disclosures shall be made as per the SEBI (Insider Trading) Regulation, 2015
- 6.6 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 three years.
- 6.7 The Compliance Officer shall place before the Managing Director or Chief Executive Officer or Chief Financial Officer or a committee specified by SFIL, on a monthly basis all the details of the dealing in the securities by Director, Officer,

Designated Employees of SFIL and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this code.

**7. Penalty for contravention of code of conduct**

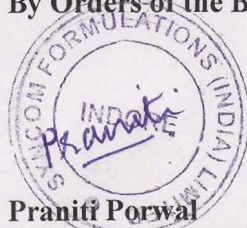
- 7.1 Any Director, Officer, Designated Employees who trades in securities or communicates any Information for trading in securities in contravention of the code of conduct may be penalized and appropriate action may be taken by SFIL.
- 7.2 Any Director, Officer, Designated Employees of SFIL who violate the code of conduct shall also be subject to disciplinary action by SFIL, which may include wagesalary freeze, suspension, ineligible for future participation in employee stock option plans, etc.
- 7.3 The action by SFIL shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the SEBI has powers in case of violation of the aforesaid regulations to order for Penalty which shall not be less than Rs. 5 Lakhs but may increased upto 25 Crores and or imprisonment up to 10 years or both.

**8. Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015**

In case it is observed by SFIL / Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 SEBI shall be informed by SFIL.

*Note: The above said Code was approved by the Board of directors at their meeting held on 12<sup>th</sup> Feb., 2015 and shall become applicable w.e.f. 15<sup>th</sup> May, 2015*

**By Orders of the Board**



**Praniti Porwal**  
**Designated Compliance Officer &**  
**Company Secretary**  
Dated: 12<sup>th</sup> Feb., 2015  
Place: Indore



**Trading Plan**

(Under Code of Conduct of the Company read with SEBI Insider Trading Regulation, 2015)

To,  
The Compliance Officer  
Syncom Formulations (India) Limited

Dear Sir./Madam

Ref DP's name .....  
DP ID .....  
CLIENT ID .....  
Name of insider .....  
Address .....

Your approval is solicited for proposed Trading Plan for Purchase / Sale of securities of the Company in physical / demate form. I am furnishing details of trade to be made in six month after approval of the proposed trading plan:-

<i>Sl. No.</i>	<i>Nature of Trade</i>	<i>Number of Securities to be traded</i>	<i>Time intervals between Two Trades</i>	<i>Date of proposed trade</i>

I confirm that:-

1. I do not have access to the unpublished price sensitive information and also have not received unpublished price sensitive information till today;
2. In case I have access to the price sensitive information or receive it after approving the trading plan I shall inform the change and refrain from dealing in securities till the information becomes public;
3. I have not contravened the Code of Conduct for Prevention of Insider Trading as notified by the Company
4. Whatever is stated above is true and correct to the best of my knowledge and nothing has been concealed.

Yours truly

Signature  
Name.....  
Designation.....  
Employee Code no.. .....

**Application for pre-clearance of trade**

(Under Code of Conduct of the Company read with Insider Trading regulation, 2015)

To,  
The Compliance Officer  
Syncom Formulations (India) Limited

Dear Sir /Madam

Ref: DP's name .....  
DP ID .....  
CLIENT ID .....  
Name of insider .....  
Address .....

Your approval is solicited for purchaselsale of \_\_\_\_\_ securities of the Company in physical / demate form.

I state on solemn affirmation:

1. that I am Director/Officer/Designated Employee of the Company who may reasonably be expected to have an access to unpublished price sensitive information in relation to the Company;
2. that I intend to purchaselsale \_\_\_\_\_ (state No. of securities) securities of the Company in **physical/demate** form immediately on receipt of clearance for trade;
3. that I am aware of the Code of Conduct for Prohibition of Insider Trading (PIT) and that the provisions are applicable to me.
4. that I do not have access to the unpublished price sensitive information **and** also have not received unpublished price sensitive information till today;
5. that in case I have access to the price sensitive information or receives it after signing this undertaking, I shall inform the change and **refrain from** dealing in securities till the information becomes public;
6. that I have not contravened the code of conduct for prevention of insider trading as notified by the Company
7. I will **hold/not** repurchase such equity **shares/listed** securities for a minimum period of thirty days from the date of purchaselsale.
8. In case of non-execution of transaction by me within 7 trading days **from** the date of permission for **purchase/sale**, I will again take the clearance for the same.
9. that whatever is stated above is true and correct to the best of my knowledge and nothing has been concealed.

Yours truly .

Signature  
Name.....  
Designation.....  
Employee Code no.....

**UNDERTAKING**

I \_\_\_\_\_ aged about \_\_\_years, Son of \_\_\_\_\_ working in the capacity of \_\_\_\_\_ in **Syncom Formulations (India) Limited** (hereinafter referred to as 'Company') do hereby solemnly declare and undertake as under:

1. that I am working with the 'company with effect from \_\_\_\_\_
2. that as on date I do not possess/own any shares of the company or I have purchased \_\_\_\_\_ nos. of shares of the Company from open market. (strike out which is not applicable)
3. that I have received and read the Company's code of conduct and agree to comply with the **Company's** code of conduct and ethics from time to time.
4. that I do not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
5. In the event that I have access to or receive "Price Sensitive Information" after signing the undertaking but before the execution of the transaction for which approval is sought, I shall inform the compliance officer of the Company of the change in my position and that I would completely refrain from dealing in the securities of the company till the time such information becomes public.
6. that I shall not communicate, counsel or procure directly and indirectly any unpublished Price Sensitive Information (PSI) as mentioned in Company's code of conduct to any person who while in possession of such unpublished PSI & shall keep the confidential information which is in my possession secured.
7. that I shall provide Initial disclosure about shareholding in the requisite form to the Compliance Officer of the Company.
8. that I shall undertake to seek pre-clearance of the compliance officer for any securities transaction and shall make an application, submit required forms duly filled and signed.
9. that I shall give annual statement of shareholding in Company's securities by 30th April of every year along with my dependent.
10. that I have not contravened the code of conduct for prevention of insider trading as notified by the Company and shall be fully liable in any event of contravention/ non-compliance of the same.
11. That I have made a full and true disclosure in the matter

Signature :.....  
 Date :.....  
 Name :.....  
 Place :.....  
 Emp. Code :.....

**Approval of Trading Plan**

1. I, .....Compliance Officer of the Company, have reviewed the Trading Plan submitted by the Insider of the Company and Insider has furnished all the information/ undertaking which I have demanded.
2. The aforesaid plan is not violating any Code of Conduct and SEBI (Insider Trading) Regulation, 2015.
3. I shall monitor the implementation of the Plan.

**For Syncom Formulations (India) Limited**

.....  
**Compliance Officer**