



Code of Conduct for Prevention of Insider Trading

This Code of Conduct may be known as "Prevention of Insider Trading Code of Conduct" hereinafter referred to as the ("**Code of Conduct**"), which shall come into effect w.e.f. 01st October, 2010 adopted by PG Electroplast Limited in their Board of Directors Meeting held on 26th August, 2010 and last amended in the Board Meeting held on 16th April 2018.

This Code of Conduct has been made pursuant to Regulation 9 read with Schedule B of the SEBI (Prohibition of Insider Trading) Regulation, 2015 to regulate, monitor and report trading by its employees and designated persons towards achieving compliance with the regulation.

The Code is based on the principle that Directors, and designated person (list to be determined by the Board in consultation with Compliance Officer) of PG Electroplast Limited Company owe a fiduciary duty to, among others, the shareholders of the PG Electroplast Limited to place the interest of the shareholders above their own and conduct their personal Securities transactions in a manner that does not create any conflict of interest situation.

Insider trading includes an act of subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, and deal in any Securities of a company by Insiders of PG Electroplast Limited based on unpublished Price Sensitive Information. Such dealings by Insiders erode the investors' confidence in the integrity of the management and are unhealthy for the capital markets.

APPLICABILITY:

This Code of Conduct shall be applicable to all designated persons of the Company, designated by the Board of Directors in consultation with Compliance Officer.

Interpretation:

All terms used in this Code shall have the meanings ascribed to them under the Regulations or SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 or SEBI Act, 1992 or the Companies Act, 2013.

For PG Electroplast Limited


← Director



1. COMPLIANCE OFFICER:

Board shall designate any senior officer as Compliance Officer, who must be financially literate and capable of appreciating requirements for legal and regulatory compliance under these regulations.

The Compliance Officer shall be responsible for

- compliance of the 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- monitoring adherence to the rules for the preservation of unpublished price sensitive information,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 designated in these regulations
- Grant of pre-dealing approvals to the Designated Persons for dealings in the Company's Securities by them / their Dependents and monitoring of such dealings.
- Approval of trading plan

He shall discharge his obligations under overall supervision of Board of Directors and shall provide reports to the Chairman of the Audit Committee at such frequency as may be stipulated by the Board of Directors. The Compliance Officer shall hold the position so long as he/she is in the employment of the Company.

2. COMMUNICATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION.

Need to know: All information shall be handled within the organization 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. This means the Unpublished Price Sensitive Information (UPSI) shall be disclosed only to those persons within the Company who need to know the same in the course of performance or discharge of their duty and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information

Chinese wall Procedures: Employees handling unpublished price sensitive information & their work station, data records shall be separated from the rest of the Employees by following Chinese wall arrangements which prevent the flow of confidential information.

- To prevent the misuse of confidential information including Unpublished Price Sensitive Information, the Company adopts Chinese Wall policy whereby the Company Secretarial Department, Office of Chief Financial Officer, Office of Chief Executive Officer, Board of Directors, Office of manufacturing Units head, officers

For PG Electroplast Limited


Director



of Company involved in preparation of financial statements are considered as “inside areas” as because those departments/persons have access to Price Sensitive information. Other departments of the Exchange are considered as “public areas”.

- The Employee(s) in inside areas shall not communicate any Price Sensitive Information to any one in public areas.
- The Employee(s) in the inside areas may be physically segregated from the Employee(s) in the public areas.
- All non-public information directly received by any Employee shall be immediately reported to the head of the department & Compliance officer.
- Under permitted circumstances under any Law for the time being in force & extraordinary circumstance, price sensitive information may be communicated to public areas after clearance of Compliance Officer.

Confidentiality of all Unpublished Price Sensitive Information:

All the concerned Persons shall maintain the confidentiality of all Unpublished Price Sensitive Information (UPSI) coming into their possession or control. To comply with this confidentiality obligation, such Persons shall not:

- (i) pass on UPSI to any person directly or indirectly by way of making a recommendation for the purchase or sale of Securities of the Company; or
- (ii) disclose UPSI to their family members, friends, business associates or any other individual, or
- (iii) discuss UPSI in public places, or
- (iv) disclose UPSI to any Employee who does not need to know the information for discharging his or her duties, or
- (v) Recommend to anyone that they may undertake Dealing in Securities of the Company while being in possession, control or knowledge of UPSI, or be seen or perceived to be Dealing in Securities of the Company on the basis of UPSI.

3. DESIGNATED PERSON:

Employees and connected persons designated on the basis of their functional role (“designated persons”) in the organization shall be governed by an internal code of conduct governing dealing in securities. The board of directors shall in consultation with the compliance officer specify the designated persons to be covered by such code on the basis of their role and function in the organization. Due regard shall be had to the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation.

Without prejudice to anything contained in this policy, the person occupying offices of Directors, Chief Financial Officer, Company Secretary, Unit Heads and “such Officers of

For PG Electropolast Limited

A handwritten signature in blue ink, appearing to read 'Rajesh', is written over the printed name 'Director'.



the Company who are involved in preparation of financial statements” shall be covered by this code.

4. TRADING WINDOW:

Designated persons may execute trades subject to compliance with these regulations and except when trading window of the Company is closed. The trading window shall be closed when the compliance officer 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. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

Unless otherwise specified by the Compliance Officer, the Trading Window for Dealing in Securities of the Company shall be closed for the following purposes-

- (a) Declaration of financial results (quarterly, half-yearly and annual), stand alone and consolidated,
- (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, and
- (g) Any significant changes in policies, plans or operations of the Company.
- (h) Such other matters as may be decided by Compliance Officer in consultation with Directors.

All the Designated Persons shall strictly conduct all their dealings in the Securities of the Company only when the Trading Window is open and no Designated Person shall deal in the Securities of the Company during the period the Trading Window is closed or during any other similar period as may be designated by the Compliance Officer from time-to-time.

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.

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.

For PG Electroplast Limited


Director



5. PRE-CLEARANCE OF DEALS IN SECURITIES:

When the trading window is open, trading by designated persons shall be subject to preclearance by the compliance officer, if the value of the proposed trades is above such thresholds as the board of directors may stipulate.

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 not closed.

Every Designated Person shall obtain a *pre-dealing* clearance as per the procedure prescribed hereunder for any dealing in any Securities of the Company proposed to be undertaken. Such *pre-dealing* approval would be necessary, if the aggregate value of proposed dealing together with previous dealings executed over any calendar quarter, exceeds Rs. 10,00,000/- (market value). No trades shall be undertaken by designated persons with or without approval when the trading window is closed.

Pre-dealing Procedure:

For the purpose of obtaining a *pre-dealing* approval, the concerned Designated Person shall make an application in the prescribed form (*see Annexure I*) to the Compliance Officer. Such application should be complete and correct in all respects.

Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

Approval:

- a) The Compliance Officer shall consider the application made as above and shall approve it forthwith preferably on the same working day but not later than the next working day unless he is of the opinion that grant of such an approval would result in a breach of the provisions of this Code, or the Regulations.
- b) In the absence of the Compliance Officer due to leave etc., any Executive Director shall discharge the function referred to in (a) above.

For PG Electroplast Limited


Director



Completion of Pre-cleared Dealing:

Every pre-clearance shall be dated and shall be valid for a period seven trading days from the date of pre-cleared, failing which fresh pre-clearance would be needed for the trades to be executed. Every approval letter shall be issued in ***Annexure 2***. The designated person shall disclose to the Company details of change in holding of securities in within 2 trading days of execution of transactions in ***"FORM C"*** prescribed under rule or in case he did not execute any trade after clearance, he shall intimate the same fact also in ***annexure 3***.

Holding Period:

The designated person who has been granted clearance to trade under this code shall not execute a contra trade within six month form the trading pursuant to *pre-dealing* clearance. However the 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 these regulations.

Should a 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 Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

Advice regarding Pre-Clearance:

In case of doubt, the Designated Person shall check with the Compliance Officer or Executive Director whether the provisions relating to *pre-clearance* are applicable to any proposed transaction in the Company's Securities.

6. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:

In addition to complying with the reporting requirements as prescribed under this Code, all the designated Persons shall file with the Compliance Officer, inter alia, the following details :

- (a) At the time of joining, a statement in ***Form-B*** as Prescribed in SEBI (Prohibition of Insider Trading) Regulations 2015. (Suitable variation in Form is permitted in case of designated person other than Promoter, Director & KMP)
- (b) a statement in ***Annexure 4*** to be submitted by the 5th working day of each following quarter giving details of all transactions in Securities of the Company during the preceding Quarter.

Provided that except for Quarter ended on 31st March of every year, designated person shall not be required to submit the annexure with nil statement; and

For PG Electroplast Limited

A handwritten signature in blue ink, appearing to read 'Rajal', written over a blue stamp that says 'Director'.



- (c) annual statements of all holdings in Company's Securities as on 31st March every year in Annexure 5 (Even NIL holding shall be required to be disclosed).

The Compliance Officer shall maintain records of all the above declarations in an appropriate form for a minimum period of 5 years from the date of the filing thereof.

7. PENALTY FOR CONTRAVENTION:

Every Designated Person shall be individually responsible for complying with the provisions of this Code.

The Designated Persons who violate this Code shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action including the termination of employment.

Action taken by the Company for violation of the Regulations and the Code against any Designated Person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.

In case it is observed by the Compliance Officer that there has been a violation of the Regulations by any Designated Person, he/she shall forthwith inform the Executive Director about the violation. The penal action will be initiated on obtaining suitable directions from. The Executive Director and Compliance Officer shall simultaneously inform SEBI about such violation. The Designated Person, against whom information has been furnished by the Company/Compliance Officer to SEBI for violations of the Regulations/Code, shall provide all information as may be required by the Company/Compliance Officer or SEBI in this connection.


8. POWER TO AMEND CODE OF CONDUCT

The code may be amended from time to time by the Board.

9. CLARIFICATIONS:

For all queries concerning this Code, the Directors, Officers and Employees may please contact the Compliance Officer.

For PG Electroplast Limited


4 Director



ANNEXURE 1
SPECIMEN OF APPLICATION FOR PRE - DEALING APPROVAL

Date: _____

To,
The Compliance Officer
PG Electroplast Limited

Dear Sir,

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 for purchase/sale/subscription of the _____ Securities (give description) of the Company as per the details given below:

| | |
|---|------------------------------------|
| Name of the Directors / Designated Employee | |
| Designation | |
| DIN / Employee Code | |
| PAN | |
| Address | |
| Number and value of securities held in the Company as on date | |
| Folio / DP Id. No. and Client Id No. | |
| Mode in which securities are held (i.e. physical or demat) | |
| The proposal is for ---- (please tick proper option) | (a) Acquisition in open market |
| | (b) Acquisition out of open market |
| | (c) Sale in the open market |
| | (d) Sale out of open market |
| | (e) subscription of securities |
| | (f) Other- Please specify |
| Proposed date/period of the deal | |
| Estimated no. of securities proposed to be acquired / sold / subscribed | |
| Price at which the transaction is proposed | |

For PG Electroplast Limited


Director



| | |
|---|--|
| Proposed mode of dealing in securities (physical or demat) | |
| Name and address of the Broker (if the deal is to be in the open market) and his SEBI Regn. No. | |

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information up to the time of signing this application.

In case I have access to or I receive any unpublished Price Sensitive Information after signing this application but before execution of the transaction, I shall inform the Compliance Officer of the change in my position and I would, and ensure that my Dependents would completely refrain from Dealing in the Securities of the Company till the time such unpublished Price Sensitive Information becomes public.

I declare that I have not contravened 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.

I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.

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

Yours faithfully,

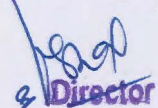
Name:

Designation:

Department:

Place:

For PG Electroplast Limited


Director



ANNEXURE 2

FORMAT FOR PRE-DEALING APPROVAL LETTER

Date: _____

To,

Mr./Mrs. _____

Designation: _____

PRE-DEALING APPROVAL/DISAPPROVAL-Your application dt. _____

Dear Mr./Mrs. _____

With reference to your above application seeking approval for undertaking certain transactions in Securities of the Company detailed therein, please be informed that you are / your Dependent _____ is hereby authorised/not authorised to undertake the transaction(s) as detailed in your said application (Upto _____ Securities).

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This approval letter is valid till _____ (i.e. 7 trading days). If you / your Dependent _____ do(es) not execute the approved transaction /deal on or before this date you would have to seek fresh pre-dealing approval before executing any transaction/deal in the Securities of the Company.

Further, You are required to disclose to the Company details of change in holding of securities in within 2 trading days of execution of transactions in **"FORM C"** prescribed under SEBI (Prohibition of Insider Trading) Regulations 2015. In case the transaction is not undertaken a "Nil" report in Annexure III of this code, shall be necessary.

You are advised to not to enter into opposite transaction i.e. sell or buy any number of shares of the company during the next six months following the prior transaction and also not to take any positions in derivative transactions in the shares of the company at any time.

For PG Electroplast Limited


Director



In case there is any urgent need to sell these Securities within the said period, You may approach the Company (Compliance Officer) for necessary approval (applicable in case of purchase / subscription).

Yours truly,
For PG Electroplast Limited

Compliance Officer

Encl: Format for submission of details of transaction

For PG Electroplast Limited


Director



ANNEXURE 3

FORMAT FOR DISCLOSURE OF NO TRANSACTIONS
(To be submitted after expiry of period of pre dealing approval)

Date: _____

To,
The Compliance Officer
PG Electroplast Limited

Dear Sir,

NO TRADING PURSUANT TO PRE-DEALING APPROVAL

Ref: Your Approval letter No. _____ dated _____

I hereby inform you that I / my _____ **have decided not to buy/sale/subscribe any Securities of the Company because of following reasons:**

1. _____
2. _____

In connection with the aforesaid transaction(s), I am enclosing my holding details.
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).

Yours truly,

Signature: _____

Name: _____

Emp No: _____

Dept/ Div. _____

- Strike out whichever is not applicable.

For PG Electroplast Limited


Director



ANNEXURE 4

**FORMAT OF QUARTERLY STATEMENT OF DEALINGS BY
DIRECTORS/OFFICERS/DESIGNATED EMPLOYEES AND THEIR
DEPENDANTS**

Date:

To,
The Compliance Officer
PG Electroplast Limited

Dear Sir,

STATEMENT OF DEALINGS IN SECURITIES OF THE COMPANY (PGEL)

As on _____, I along with my Dependents have undertaken the following transactions in the Securities of the Company:

Description of Security:

| <i>Name of Holder(s) with folio number / DP ID & Client ID</i> | <i>Nature of Transaction</i> | <i>Date of the Transaction</i> | <i>Number of Securities</i> | <i>Price at which Transaction undertaken</i> | <i>Holding post the Transaction</i> | <i>Details of approval if any taken</i> |
|--|------------------------------|--------------------------------|-----------------------------|--|-------------------------------------|---|
| | | | | | | |
| | | | | | | |
| | | | | | | |

Yours truly,

Signature: _____

Name: _____

For PG Electroplast Limited


Director



ANNEXURE 5

**FORMAT OF ANNUAL STATEMENT OF HOLDINGS BY
DIRECTORS/OFFICERS/DESIGNATED EMPLOYEES AND THEIR
DEPENDANTS**

Date _____

To,

The Compliance Officer
PG Electroplast Limited

Dear Sir,

STATEMENT OF SHAREHOLDINGS IN THE COMPANY

As on _____ I along with my Dependents hold the Securities of the Company, details whereof are as under:

Description of Security:

| <i>Name of Holder</i> | <i>Physical Holdings</i> | | <i>Electronic Holdings</i> | | | <i>Total holdings</i> |
|-----------------------|--------------------------|------------------------------|----------------------------|------------------|------------------------------|-----------------------|
| | <i>Folio No.</i> | <i>Holding no. of shares</i> | <i>DP ID</i> | <i>Client ID</i> | <i>Holding no. of shares</i> | |
| | | | | | | |

Yours truly,

Name:

For PG Electroplast Limited


Director