



POCL ENTERPRISES LIMITED

CODE OF CONDUCT

FOR

PREVENTION OF INSIDER TRADING

(effective from May 15, 2015)

TABLE OF CONTENTS

S.NO	PARTICULARS	PAGE NO
1	Preliminary	3
2	Short Title	3
3	Definition	3
4	Effective Date	3
5	Compliance Officer	3
6	Preservation of Price Sensitive Information	4
7	Need To Know	5
8	Chinese Wall and Cross the Wall	5
9	Designated Person	6
10	Trading Window	6
11	Pre-Clearance of Trade	7
12	Contra Trade	8
13	Trading Plan	8
14	Powers of the Board of Directors	9
15	Disclosure Requirements	9
16	Penalty for Contravention of Code	10
17	Annexures	11

POCL Enterprises Limited

Code of Conduct for Prevention of Insider Trading

1. Preliminary

This Code of Conduct is designed to regulate, monitor and report trading by the Directors, Employees of the Company and other connected persons towards achieving compliance with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 adopting the minimum standards set out in Schedule B to these regulations, without diluting the provisions of these regulations in any manner.

2. Short Title

This code may be called the **POEL Code of Conduct for Prevention of Insider Trading**.

3. Definitions

In this Code, unless the context otherwise requires:-

“Company” or “POEL” means POCL Enterprises Limited

“Regulations” means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

“Code” or “This Code” means POEL Code of Conduct for Prevention of Insider Trading.

Words and expressions used in this code but not defined shall have the meaning as given in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

4. Effective date

The Regulations shall come into force on the 120th day from the date of its publication in the Official Gazette. Since the date of publication in the Official Gazette is January 15, 2015, the effective date will be May 15, 2015. Therefore, this Code framed in accordance with the Regulations shall come into effect from May 15, 2015.

5. Compliance Officer

5.1 The Company Secretary of the Company shall be the Compliance Officer for the purposes of Compliance under this Code of Conduct.

5.2 The Compliance Officer shall report to the Board of the Company and in particular, shall provide quarterly reports to Chairman of the Audit Committee, or to the Chairman of the Board of Directors in relation to the mandates of the Regulations and Code of Conduct.

- 5.3 The Compliance Officer shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of Directors.
- 5.4 The Compliance Officer shall, based on occurrence of specific events detailed in this Code of Conduct, regulate and monitor the Trading Window of the securities of the Company.
- 5.5 Assessment and grant of approvals to the Trading Plans as formulated by any Designated Person or Insider and monitoring of such trading and notification of the approved Trading Plans to the concerned Stock Exchange.
- 5.6 Placing status reports, detailing Trading by all Designated Persons, either in their own name or in the name of their Immediate Relatives along with the documents that such persons have executed in accordance with the pre-clearance procedure prescribed under this code to the Board.
- 5.7 The Compliance Officer shall provide any clarifications with regard to the implementation of this Code.
- 5.8 The Compliance Officer may inquire any employee in relation to Trading of securities and handling of unpublished price sensitive information of the Company.
- 5.9 The Compliance Officer may require any other persons (law firms, consultants, vendors, customers, bankers etc.) to disclose shareholding and trading in securities of the Company.
- 5.10 The Compliance Officer shall designate a Senior Official of the Company to act as Compliance officer in his absence.

6. Preservation of Price-Sensitive Information

- 6.1 All Designated Persons shall maintain confidentiality of all Unpublished Price Sensitive Information coming into their possession or control and shall not communicate, provide or allow access to any Unpublished Price Sensitive Information to any person including any other Insiders.
- 6.2 To comply with this confidentiality obligation, all Designated Persons shall not *inter alia*:
- (i) Pass on Unpublished Price Sensitive Information 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 Unpublished Price Sensitive Information to their family members, friends, business associates or any other individual; or
 - (iii) Disclose Unpublished Price Sensitive Information in public places; or
 - (iv) Disclose Unpublished Price Sensitive Information to any other employee who does not need to know the information for discharging his or her professional duties;

- 6.3 All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.
- 6.4 Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:
- (i) an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or
 - (ii) not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.
- 6.5 However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

7. Need To Know

"Need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

8. Chinese Walls and Cross the Wall

- 8.1 The Compliance Officer shall monitor and regulate the Company's Chinese walls and Cross the wall procedures.
- 8.2 In general, Chinese Walls separate areas that have access to confidential inside information from those who do not have such access.
- 8.3 The employees working within an insider area are prohibited from communicating any confidential or inside information to employees in public areas without the prior approval of Compliance Officer.
- 8.4 Employees within a Chinese Walls have a responsibility to ensure the Chinese Wall is not breached deliberately or inadvertently. Known or suspected breaches of the Chinese Wall must be referred to the Compliance Officer immediately.
- 8.5 The establishment of Chinese Walls is not intended to suggest that within insider areas material, confidential information can circulate freely. Within insider areas, the need-to-know shall be in effect.
- 8.6 If an employee/outsider receives inside information from the inside area of the Company, it is treated that the said employee or outsider has crossed the wall.

Pursuant to crossing the wall, the employee becomes an insider. Such employee/outsider must be subject to all restrictions and prohibitions as required under this Code of Conduct. An employee is no longer a temporary insider when the inside information is published or no longer significant to the market.

8.7 If any person crosses the wall, the same should be immediately reported to the Compliance Officer. The Compliance Officer shall make sure that all restrictions are imposed on such employee relating to the protection to unpublished price sensitive information.

8.8 The Compliance Officer when satisfied that the insider information is generally available may lift such restrictions imposed on such employee.

9. Designated Persons

The Board of directors have, in consultation with the Compliance Officer specified the Designated Persons to be covered by this code on the basis of their role and function in the organization. This Code shall be applicable to the Designated Persons as specified, when such persons have access to unpublished price sensitive information or are reasonably expected to have such access. The list of Designated Persons is provided in Annexure A.

10. Trading Window

10.1 Designated Persons shall not buy/sell securities of the Company during closure of "Trading Window", i.e. the period during which trading in the securities of the Company is prohibited.

10.2 The trading window for following events shall be advised by the Compliance Officer:

- (a) Declaration of Financial Results (quarterly, half yearly and annually);
- (b) Declaration of Dividend by the Board (Interim and Final);
- (c) Change in Capital Structure;
- (d) Proposal for amalgamation, mergers, takeovers or restructuring;
- (e) Proposal for issue of securities by way of public/ rights/ bonus etc.,
- (f) Proposal in respect of buyback;
- (g) Proposal for significant expansion plans or execution of new projects;
- (h) Proposal for disposal of whole or substantially the whole of the undertaking;
- (i) Changes in Key Managerial Personnel;
- (j) Material Event in accordance with Listing Agreement; and
- (k) Any other information which can be considered to be price sensitive

10.3 In respect of the financial results, the closure of the Trading Window shall be as follows:

Sl.No	Events	Date of closure of trading window
1	Unaudited Results for 1 st Quarter	From 20 th July
2	Unaudited Results for 2 nd Quarter/Half-year	From 20 th October
3	Unaudited Results for 3 rd Quarter	From 20 th January
4	Audited Results for the financial year	From 1 st May

**In circumstances where there is any major deviation from the dates above mentioned, the Compliance Officer shall intimate the date of closure of Trading Window.*

10.4 In respect of other events specified above from (b) to (k), the Compliance Officer shall intimate the Trading Window closure dates.

10.5 The Trading Window shall be opened after 48 hours after the information referred above 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.

11. Pre Clearance of Trades

11.1 Every Designated Person who intends to conduct trading:

- (i) beyond the minimum threshold limits mentioned in Clause 11.2 below and
- (ii) has not submitted a Trading Plan in accordance with Clause 13 of this Code, which has been approved by the Compliance Officer

shall obtain pre-clearance of the transactions as per the pre-trading procedure as described hereunder.

11.2 Pre-clearance will not be necessary if the Trading is less than 10,000 Equity Shares of the Company to be traded in a calendar month or less than 20,000 Equity Shares of the Company to be traded in a series of transactions within a calendar quarter.

11.3 All Designated Persons who is required to obtain pre-clearance of the transactions as per the Clause 11.1 shall make a pre-clearance application to the Compliance Officer along with the undertaking which shall be executed in favour of the Company by such Designated Person in the combined Performa for application-cum-undertaking as prescribed in the Annexure B to this Code.

11.4 Immediately on receipt of a pre-clearance application, the date and time of the receipt of the same shall be recorded thereon by the Compliance Officer.

11.5 The Compliance Officer shall ensure that the applicant is not in the possession of any unpublished price sensitive information and also no contra trade has been executed prior to six months from the date of receipt of the application.

11.6 The Compliance Officer shall process the said pre-clearance application and if the pre-clearance application is in accordance with the provisions of this Code, the Compliance Officer shall endeavor to communicate the pre-clearance immediately but not later than 48 (forty-eight) working hours from the time of receiving the application. Trading by the Compliance Officer shall require prior clearance from the Board of Directors.

11.7 No Designated Person shall apply for pre-clearance of any proposed trade when the trading window is closed or if such person is in possession of unpublished price sensitive information.

11.8 Application submitted during the period when the trading window is closed shall be invalid and shall be deemed to have been automatically rejected.

11.9 Every Approval letter shall be issued in format prescribed in Annexure C to this Code. Every Approval shall be dated and valid for a period of 7 (Seven) Trading

Days from the date of approval, however such approval shall automatically deemed to be withdrawn if such period is superseded by closure of the Trading Window.

11.10 If a Trade is not executed by the Designated Persons pursuant to the approval granted by the Compliance Officer within 7 (Seven) Trading Days, then such Designated Person shall apply for a fresh pre-clearance of the transaction.

11.11 Such Designated Persons shall file the details of such transactions within 4 (four) days of the execution of the transaction with the Compliance Officer in the format prescribed in Annexure- D to this Code. In case the transaction is not undertaken, a report to that shall be filed in the same format as prescribed in Annexure- D to this Code.

11.12 The Compliance Officer shall confidentially maintain a list of such securities as a "restricted list" which shall be used as the basis for approving or rejecting applications for preclearance of trades.

12. Contra Trade

12.1 All Designated Persons who buy or sell any number of securities of the Company, shall not enter into a contra trade, i.e. sell or buy any number of securities of the Company during the next 6 (Six) months following the prior transaction.

12.2 The Compliance Officer may waive the holding period after recording the reasons in writing, provided that such waiver does not violate the Regulations. In respect of the Compliance Officer, such relaxation shall require prior approval from the Board of Directors.

12.3 In the event of the Designated Person executes a contra trade, inadvertently or otherwise, in violation of the restriction specified in this code, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to Investor Protection and Education Fund administered by SEBI under the Act.

13. Trading Plans

13.1 An insider shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

13.2 Trading Plan shall:

- (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- (iii) entail trading for a period of not less than twelve months;
- (iv) not entail overlap of any period for which another trading plan is already in existence;

(v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and

(vi) not entail trading in securities for market abuse.

13.3 The Compliance Officer shall review the Trading Plan made as above to assess whether the plan would have any potential for violation of the Regulations and shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

13.4 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

13.5 The implementation of the trading plan shall not be commenced if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

13.6 Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

14. Powers of the Board of Directors

The Board of Directors of the Company shall have the authority to stipulate/ amend such formats as it may deem necessary for making applications for pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance, recording of reasons for such decisions and for reporting level of holdings in securities.

15. Disclosure Requirements

15.1 All the Designated Person shall be required to forward following details of the transactions in Securities of the Company to the Compliance Officer:

(a) Initial Disclosure

- Every (1) Promoter, (2) Key Managerial Personnel and (3) Director
- Shall disclose their holding of securities in the Company
- To the Company
- As on the date of these regulations taking effect, (15th May 2015)
- Within 30 days of these regulations taking effect

(b) Initial Disclosure

- Every Person
- On appointment as KMP or Director or becoming a promoter
- Shall disclose his holding of securities in the Company
- To the Company
- As on the date of his appointment or becoming a promoter
- With 7 days of appointment or becoming a promoter

(c) Continual Disclosure:

- Every (1) Promoter, (2) Employee and (3) Director
- Shall disclose to the Company
- The details of securities acquired or disposed of
- Within 2 trading days of such transaction
- If the value of the such securities traded (whether in one transaction or series of transaction) over any calendar quarter is in excess of Rs. 10 Lakhs
- The Company shall notify to the stock exchange within 2 trading days on receipt of information or becoming aware of such information

(d) Disclosure by other Connected Person:

The Compliance Officer may require any other Connected Person or class of Connected Persons to make disclosures regarding holding in securities and trading in securities of the Company in the format prescribed in Annexure E to this Code. The frequency of such disclosure shall be as determined by the Compliance Officer.

15.2 The Initial and Continual Disclosures shall be made in the formats specified by SEBI from time to time.

15.3 The Compliance Officer shall maintain records of all the disclosures received under Clause 15.1 for a minimum period of 5 (five) years.

16. Penalty for Contravention of the Code

16.1 All Designated Persons and Connected Persons who trades in the 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 the Company.

16.2 All Designated Persons who violate this Code shall also be subjected to disciplinary action by the Company, which may include wages/salary freeze, suspension, withholding of promotions etc.,

16.3 The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

16.4 In case it is observed by the Company and/or Compliance Officer that there has been violation of the Regulations or Code, SEBI shall be informed by the Company.

ANNEXURE A

DESIGNATED PERSONS

The persons falling within the following categories shall be said to be **Designated Person**, when such person have access to unpublished price sensitive information or are reasonably expected to have access to such information. They shall be governed by this Code.

Sl.No.	Designated Persons
1.	All Directors and their immediate relatives
2.	All Promoters and their immediate relatives
3.	Company Secretary/ Compliance Officer/ Chief Financial Officer and their immediate relatives
4.	Internal Auditors, Statutory Auditors, Consultants and Advisors
5.	All employees of Accounts and Secretarial Department

This list is applicable with effect from 15th May, 2015 and has been prepared based on the information available as on that date and is subject to change from time to time.

ANNEXURE B

SPECIMEN OF APPLICATION FOR PRE-CLEARANCE OF TRADES

Date:

To,
The Compliance Officer,
POCL Enterprises Limited
Chennai

Dear Sir,

Sub: Application for pre-clearance of the transactions in the securities of POCL Enterprises Limited

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and POEL Code of Conduct for Prevention of Insider Trading, I seek approval for purchase/ sale/ subscription of equity shares of the Company as per the details given below:

1.	Name of the applicant	
2.	Number of Securities held as on date	
3.	Folio No. / DP ID Client ID	
4.	The Proposal is for	(a) Purchase of Securities (b) Subscription to Securities (c) Sale of Securities
5.	Proposed date of dealing in securities	
6.	Estimated number of securities proposed to be acquired/subscribed/sold (Also mentioned the number of securities acquired/ subscribed/ sold in the month/quarter for which the threshold did not exceed).	
7.	Price at which the transaction is proposed	
8	Current market price (as on date of application)	
9	Whether the proposed transaction will be through stock exchange or off-market deal	

UNDERTAKING

1. I do not have access and/or received any Unpublished Price Sensitive Information upto the date and time of signing the undertaking;
2. In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.
3. I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.
4. I undertake to submit the necessary report within 2 working days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.
5. If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.
6. I hereby undertake not to transact in securities of the Company in the sanctioned period in case Trading Window is declared closed subsequently during the sanctioned period.
7. I declare that I have made full and true disclosure in the matter.

Signature :

FOR OFFICE USE

Date & Time of receipt of application :

Date & Time of Communication of Pre-Clearance or Otherwise :

Signature of the Compliance Officer/Authorised Signatory :

ANNEXURE C

FORMAT FOR PRE- CLEARANCE ORDER

To
Applicant Name

Pre-Dealing Approval/Disapproval-Your application

This is to inform you that your request for dealing in _____ equity shares of the Company as mentioned in your application dated _____ is approved/disapproved.

Please note that the said transaction must be completed on or before _____ (date) i.e., within 7 trading days from today. In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company.

Further, you are required to file the details of the executed transactions in the attached format within 2 working days from the date of transaction/deal. In case the transaction is not undertaken, a 'Nil' report shall be necessary.

Yours faithfully,

For **POCL Enterprises Limited**

Compliance Officer

Date & Time : _____

Encl: Format for submission of details of transaction

ANNEXURE - D
FORMAT FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS

To
The Compliance Officer,
POCL Enterprises Limited
New No. 4, Old No. 319,
Valluvarkottam High Road,
Nungambakkam,
Chennai - 600 034

Dear Sir,

Sub: Details of Pre-Approved Transactions
Ref: Your Approval Letter dated _____

I hereby inform that:

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

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

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

1. Broker's Contract Note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery Instruction Slip (applicable in case of sale transaction).

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

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

Date: _____

Signature : _____

Name : _____