



# PUNJAB CHEMICALS

AND CROP PROTECTION LTD.

CIN NO. L24231PB1975PLC047063

Regd. Office & Works

Milestone-18, Ambala-Kalka Road, Village & P.O. Bhankharpur, Derabassi, Distt SAS Nagar, Mohali (Punjab)-140201, INDIA  
Tele: 01762-280086, 522250, Fax: 01762-280070, E-mail: info@punjabchemicals.com, Website: www.punjabchemicals.com

Date: 01.04.2019

**By E-filing**

The Manager  
Department of Corporate Services  
Bombay Stock Exchange Limited  
1<sup>st</sup> Floor, New Trading Wing, P.J  
Towers  
Dalal Street Fort  
**MUMBAI-400 001**

Scrip Code: 506618  
Tel No.: 022-22728073

The Manager  
Listing Department  
National Stock Exchange of India  
Limited  
Exchange Plaza, Bandra Kurla  
Complex  
Bandra (East)  
**MUMBAI-400 051**  
Scrip Symbol: PUNJABCHEM  
Tel No.: 022-26598235/26598458

**Sub: Amendments to Code of Conduct to Regulate, Monitor and Report  
Trading by Insiders**

Dear Sirs

In line with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Board of Directors of the Company in their meeting held on 26<sup>th</sup> March, 2019 has approved amendment to the “**Code of Conduct to Regulate, Monitor and Report Trading by Insiders**” which shall be effective from 1<sup>st</sup> April, 2019.

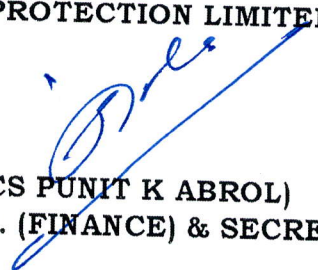
The amended Code has also been hosted on the website of the Company i.e. www.punjabchemicals.com.

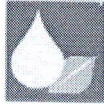
A copy of the amended the “**Code of Conduct to Regulate, Monitor and Report Trading by Insiders**” is attached herewith for your reference and record.

Kindly take the same on your record.

Thanking you,

Yours faithfully  
For **PUNJAB CHEMICALS AND  
CROP PROTECTION LIMITED**

  
(CS PUNIT K ABROL)  
SR. V.P. (FINANCE) & SECRETARY



**PUNJAB CHEMICALS  
AND CROP PROTECTION LTD.**

**CODE OF CONDUCT TO REGULATE, MONITOR  
AND REPORT  
TRADING BY INSIDERS**

**Pursuant to Regulation 9(1) of SEBI (Prohibition of Insider Trading)  
Regulations, 2015 amended as per SEBI (Prohibition of Insider Trading)  
(Amendment) Regulations, 2018**

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## CHAPTER 1

### 1.1 Introduction - Short Title

Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the "Regulations") requires a listed company to formulate a Code of Conduct to Regulate, Monitor and Report Trading by its employees and other connected persons, towards achieving compliance with the said Regulations, adopting the minimum standards, set out in Schedule B to the Regulations.

Accordingly, in supersession of the previous Code dated 20th January, 2009, a Code of Conduct to Regulate, Monitor and Report Trading by Insiders (the "Code") of the Company named "PCCPL Code of Conduct to Regulate, Monitor and Report Trading by Insiders" (hereinafter referred to as "PCCPL Code") was framed on 28th May, 2015 and was effective with immediate effect.

SEBI vide notification dated 31st December, 2018 amended the SEBI (Prohibition of Insider Trading) Regulations, 2015, with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018. In line with the amended SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Code needs to be revised. The revised Code is effective from 1st April, 2019. Accordingly, the Board of Directors at its meeting held on 26th March, 2019 accorded approval for amendment to the "PCCPL Code of Conduct to Regulate, Monitor and Report Trading by Insiders".

### 1.2 The Policy and Obligations

- i) The Company endeavours to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information.
- ii) The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and



regulations.

- iii) The Code encourages timely reporting and adequate disclosure of price sensitive information by the Promoter(s), Director(s), Key Managerial Personnel, specified employees and other Connected Person.
- iv) The Code also endeavors to put in place an adequate and effective system of internal controls to ensure compliance with the requirements given in SEBI (Prohibition of Insider Trading) Regulations 2015 to prevent insider trading.
- v) No Promoter(s), Director(s), Key Managerial Personnel, specified employees and other Connected Person to use their position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.
- vi) Every Promoter(s), Director(s), Key Managerial Personnel, specified employees and other Connected Person of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company.

## CHAPTER 2 - DEFINITIONS

- 2.1 "Act" means the Securities and Exchange Board of India Act, 1992 (15 of 1992), as amended.
- 2.2 "Board of Directors" means the Board of Directors of Punjab Chemicals and Crop Protection Limited.
- 2.3 "Body Corporate" means a body corporate as defined under the Companies Act, 2013.
- 2.4 "Companies Act" means the Companies Act, 2013.
- 2.5 "Committee" means a Committee, if any, constituted by the Company for implementation of these regulations.

2.6 **“Company”** means Punjab Chemicals and Crop Protection Limited.

2.7 **“Connected person”** shall include –

- i) Designated Person;
- ii) Any person who is or has during the six months prior to the concerned act been associated with PCCPL, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary relationship or holds any position including a professional or business relationship between himself and PCCPL, whether temporary or permanent, that allows such person, directly or indirectly, access to UPSI or is reasonably expected to allow such access;
- iii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected person unless the contrary is established:
  - (a) Immediate relative of connected person mentioned at (ii) above;
  - (b) an associate company or subsidiary company of PCCPL;
  - (c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
  - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
  - (e) an official of a stock exchange or of clearing house or corporation; or
  - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
  - (g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
  - (h) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
  - (i) a banker of the company; or

(j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest;

- 2.8 **"Compliance Officer"** means any senior officer, designated so and appointed by the Board of Directors of the Company for the purposes of these regulations from time to time, and in the absence thereof, the Company Secretary.
- 2.9 **"Concerned Advisor/Consultant/Retainers"** of the Company means, such Advisors/ Consultants / Retainers, who in the opinion of the Company may have access to price sensitive information.
- 2.10 **"Dealing in Securities"**, means an act of subscribing, buying, selling or adding to subscribe or buy, sell or deal in any securities by any person either as principal or agent.
- 2.11 **"Designated Employees"** means:
- (i) Key Managerial Personnel;
  - (ii) All employees of PCCPL who are Head of the Departments or in the rank of General Manager and above;
  - (iii) All employees of the Secretariats/ Assistants of the Functional Directors of PCCPL;
  - (iv) All employees of the Secretarial Department;
  - (v) All employees of the Corporate Finance Department and Accounts and Finance Department above Executive grade and directly concerned with the preparation of quarterly and annual financial statements and help in Auditing of the Accounts;
  - (vi) Any other employee of PCCPL to be notified by the Compliance Officer, from time to time, with the approval of the Chairman / Managing Director of PCCPL;
- 2.12 **"Designated Person"** shall mean -
- (i) Promoter(s);
  - (ii) Director(s);

(iii) Chief Vigilance Officer / Adviser (Security);

(iv) Designated Employees;

(v) Designated Employees of material subsidiaries of PCCPL

*Explanation: For the purpose of clause (v) above, "material subsidiary" shall mean a subsidiary, whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of PCCPL and its subsidiaries in the immediately preceding accounting year.*

- 2.13 **"Directors"** means Directors on the Board of PCCPL including Independent Directors.
- 2.14 **"Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis.
- 2.15 **"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.
- 2.16 **"Insider"** means any person who is:
- i) a connected person; or
  - ii) in possession of or having access to UPSI;
- 2.17 **"Key Managerial Personnel"** means –
- i) the Chief Executive Officer or the Managing Director or the Manager;
  - ii) the Whole-Time Director;
  - iii) the Chief Financial Officer;
  - iv) the Company Secretary;
- 2.18 **"Legitimate Purpose"** means sharing of UPSI in the ordinary course of business and in furtherance of the business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, regulatory authorities, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.
- 2.19 **"Unpublished Price Sensitive Information"** means any information relating to the Company or its securities, directly or indirectly that is not generally



available and which upon becoming generally available is likely to affect the price of securities and shall, ordinarily include but not restricted to, information relating to the following:

- Periodical financial results of the Company.
- Dividends (both interim and final).
- Change in capital structure including information relating to Issue of securities including Bonus or buy-back of securities.
- Information relating to Mergers, Amalgamation, De-mergers, Acquisitions, Delisting or Takeovers, disposals and major expansion of business and such other transactions.

2.20 **“Regulations”** means the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time and includes SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

2.21 **“Stock Exchange”** means a stock exchange where the securities of the Company are listed for the time being.

2.22 **“Securities”** include:

- Shares, scripts, stocks, bonds, debentures, debenture stock or other marketable securities of the Company and;
- Derivatives thereof.

2.23 **“Trading”** means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in any securities of the Company.

2.24 **“Trading Window”** means the period when trading in Company’s Securities by the Designated persons is permitted.

2.25 **“Trading Day”** means a day on which the recognized stock exchanges are open for trading, where the securities of the Company are listed for the time being.

2.26 **“Unpublished Information”** means information which is not published by the Company or its agent and is not specific in nature.

*Explanation:*

*Speculative reports in print or electronic media shall not be considered as published information.*

- 2.27 Other terms not specifically defined here shall have the same meaning as assigned under the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and includes SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

### **CHAPTER 3 - APPLICABILITY**

- 3.1 The PCCPL Code shall be applicable and binding on the Insiders and their immediate relative as defined herein below.

### **CHAPTER 4 - CODE OF CONDUCT**

#### **4.1 Reporting:**

- a. The Compliance Officer of the Company shall under the overall supervision of the Board of Directors, be responsible for compliance of policies, procedures, maintenance of records, monitoring, adherence to the rules for the preservation of unpublished Price Sensitive Information, Pre-clearance and maintenance of the list of designated persons.
- b. The Compliance Officer shall report to the Board of Directors and in particular to the Chairman of the Audit Committee a report on Compliance to the Code by the designated persons on quarterly basis.
- c. The Compliance Officer shall assist and guide all the designated persons in understanding and in complying with the provisions of this Code of Conduct.
- d. 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 application for pre-clearance of trades.

#### **4.2 Preservation of "Unpublished Price Sensitive Information":**

- a. The Designated Employees shall maintain the confidentiality of all price sensitive information and shall not communicate any unpublished price sensitive information to any person directly or indirectly except on "need to know basis" i.e. such information can be disclosed only to those persons

within the Company / outside the Company (e.g. Auditors, Internal Auditors, Consultants, Retainers, Advisors, their Employees and Representatives) who need the information to discharge their duties.

- b. The Designated Employees and Concerned Advisors/Consultants / Retainers shall keep the files containing confidential price sensitive information duly secured. Computer files must be kept with adequate security of login and password, etc.

**4.3 Restrictions on communication/ sharing of UPSI and trading by Insiders:**

- (i) All information shall be handled within the organisation on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of the Insider's legitimate purposes, performance of duties or discharge of his legal obligations.
- (ii) No person shall procure from or cause the communication by any Insider of UPSI, relating to PCCPL or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

*Explanation: "Legitimate Purposes" shall mean sharing of the UPSI by an Insider with outside agencies / parties in the ordinary course of business for carrying out his duties.*

- (iii) The Compliance Officer shall maintain a structured digital database containing the name of persons or entities, as the case may be, with whom information is shared under this Code along with the Permanent Account Number (PAN) or any other identifier authorised by law, where PAN is not available.
- (iv) All Designated Persons need to ensure that details of the entities with whom UPSI is shared, is submitted to the Compliance Officer within 2 days to enable maintenance of the structured database.

**4.4 Trading when in possession of UPSI:**

- (i) No Insider or their immediate relative shall either on their behalf or on behalf of any other person, trade in securities of PCCPL when in possession of any UPSI.
- (ii) When an Insider or their immediate relative trades in securities while in possession of UPSI, their trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.
- (iii) The onus of establishing that the Insider or their immediate relative was not in possession UPSI shall be on them.

#### **4.5 TRADING PLANS**

4.5.1. An Insider shall be entitled to 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 as per prescribed format.

4.5.2. Such 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 PCCPL 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.

4.5.3 The compliance officer shall review the Trading Plan to assess whether the plan would have any potential for violation of these regulations and shall be



entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

4.5.4 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.

Provided that the implementation of the trading plan shall not be commenced 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. In such event the compliance officer shall confirm that the commencement ought to be deferred until such UPSI becomes generally available information so as to avoid violation of clause 4.5.2 above.

4.5.5 Upon approval of the Trading Plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

4.6 **Trading Window and Trading Restrictions:**

All Insiders shall be subject to the following trading rules and restrictions enumerated below:

- a. The Trading Window shall be closed during any period as may be specified by the Compliance Officer and trading shall be closed 5 (five) trading days before the happening of the following events and shall remain closed upto 48 hours after the publication of the concerned unpublished price sensitive information generally available to the Public.
  - i) Declaration of Financial Results (Quarterly, Half Yearly and Annual).
  - ii) Declaration of dividend (interim and final).
  - iii) Change in Capital Structure including Bonus or buy-back of securities.

- iv) Acquisition, Amalgamation, mergers, demergers, delisting, disposals and major expansion of business and such other information.

#### 4.7 Restriction on Trading:

No Insider:

- (i) shall conduct any dealing in the securities of the Company during the closure of trading window.
- (ii) In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.
- (iii) The remaining days of a year other than the days mentioned under clause 4.5 (b) above shall be called "Valid Trading Window".
- (iv) All Insiders or their immediate relative shall conduct their dealings in the securities of PCCPL only in the "Valid Trading Window" period and shall not enter into "Contra Trade" i.e. opposite or reverse transactions, in the securities of PCCPL during the next six months following the prior transaction.
- (v) 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 credit to the Investor Protection and Education Fund administered by the SEBI. However, this restriction is not applicable for trades carried out in accordance with an approved trading plan.
- (vi) The Compliance Officer can grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the provisions of this code.
- (vii) The Compliance Officer shall maintain a register of the periods of "Closed Trading Window", wherein he shall record the date of closure and opening of the trading window and the purpose for which trading window is closed as per prescribed format.

4.7 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.

**4.8 Pre-Clearance of Trades:**

4.8.1 When the Trading Window is open, trading by designated Person or their immediate relative, who intends to trade in the securities of PCCPL, if the value of the proposed trade(s) is above a minimum threshold limit of Rs. 10,00,000/- (Rupees Ten Lakh) over any calendar quarter, either in a single transaction or multiple transactions or such other limits as the Board may stipulate. He shall obtain pre-clearance of the transaction as per the pre-clearance procedure as described hereunder.

**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.**

4.8.2 Application for pre-clearance shall be made only during Valid Trading Window period. Application submitted during Trading Window Closure period shall be invalid.

4.8.3 No Designated Person or their immediate relative shall apply for pre-clearance of any proposed trade if they are in possession of UPSI even during Valid Trading Window period.

4.8.4 A Designated Person or their immediate relative shall make a pre-clearance application to the Compliance Officer in the prescribed format alongwith an undertaking stating that they have not contravened the provision of Insider Trading Code.

- 4.8.5 Immediately on receipt of the pre-clearance application, the date and time of the receipt of the same shall be recorded thereon. The Compliance Officer shall process the pre-clearance applications and if the pre-clearance application is in accordance and in compliance with the provisions of this Code, the Compliance Officer shall endeavor to communicate the pre-clearance immediately to the applicant but not later than 48 hours from the time of receiving the application. In the absence of the Compliance Officer, the officer authorized by the Compliance Officer shall give the pre-clearance.
- 4.8.6 The Compliance Officer shall maintain a Register of pre-clearance for trading in securities of PCCPL as per prescribed format.
- 4.8.7 The Designated Person or their immediate relative shall execute their order in respect of securities of the PCCPL within seven (7) trading days from the date of approval of pre-clearance and details of such transaction shall be disclosed to the Compliance Officer within two (2) days from the completion of such transaction.
- 4.8.8 If the order is not executed within said period, the Insider shall obtain fresh pre-clearance.
- 4.8.9 The pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
- 4.8.10 The Designated Person or their immediate relative shall not enter into "Contra Trade" i.e. opposite or reverse transactions, in the securities of PCCPL during the next six months following the prior transaction. 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 credit to the Investor Protection and Education Fund administered by the SEBI.



However, this restriction is not applicable for trades carried out in accordance with an approved trading plan.

## 5. DISCLOSURES - RESPONSIBILITIES AND FORMATS

5.1 The designated Person would be required to make disclosures to the Compliance Officer as per details given below:

### 5.2 INITIAL DISCLOSURES:

By whom	What to be disclosed	When to be disclosed	Form
Promoter Director / KMP	Holding of securities of PCCPL as on date of appointment as Director / KMP or becoming Promoter	Within seven days of such appointment or becoming Promoter	As per format
Designated Person	<p>1. Disclose name &amp; PAN (or any other identifier authorized by law) of the following persons:</p> <p>a) Immediate Relatives</p> <p>b) Persons with whom the designated person shares a material financial relationship</p> <p>c) Phone, mobile &amp; cell numbers which are used by the above persons</p> <p>2. Names of educational institutions from which the designated person has graduated</p> <p>3. Names of past employers</p> <p>Explanation - The term "material financial relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's</p>	Within 30 days of becoming a Designated Person	As per format

	annual income but shall exclude relationships in which the payment is based on arm's length transactions.		
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**5.3 CONTINUAL DISCLOSURES:**

By whom	What to be disclosed	When to be disclosed	Form
Designated Person	Number of such securities acquired or disposed	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 Rs. 10 Lakh or such other value as may be specified. Explanation disclosure of incremental transactions shall be made when transactions effected after the prior disclosure cross the threshold specified above.	As per format
PCCPL to the Stock	Details of above disclosure by Designated Person	Within two trading days of receipt of disclosure or	

Exchange(s) where securities are listed		becoming aware of such disclosure	
Designated Person	1. Disclose name & PAN (or any other identifier authorized by law) of the following persons: a) Immediate Relatives b) Persons with whom the designated person shares a material financial relationship c) Phone, mobile & cell numbers which are used by the above persons	1. Within 30 days of the end of the financial year. 2. Whenever there is a change in the information vis-à-vis their last disclosure, within 30 days from such change.	As per format

#### 5.4 Disclosure by other connected person

PCCPL may at its discretion require any other connected person or class of connected person to make disclosures of holdings and trading in securities of PCCPL in prescribed format at such frequency as may be determined by PCCPL in order to monitor compliance with this Code.

#### 6. WHISTLE BLOWER POLICY

Any PCCPL employee may report any instances of leak of UPSI as per the process mentioned in the Whistle Blower Policy of the Company. The Whistle Blower Policy is hosted on the website of the company [www.punjabchemicals.com](http://www.punjabchemicals.com).

#### 7. DUTIES OF COMPLIANCE OFFICER

The Compliance Officer inter-alia shall be responsible for:

- (i) Compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of PCCPL.
- (ii) Putting up a report to the Audit Committee, on the following matters, at the end of the financial year:

- Window Closure Period;
  - Trading Plan;
  - Pre-clearances application;
  - Disclosure to Stock Exchange;
  - Review of compliance with the provisions of Prohibition of Insider Trading Regulations and verification of the systems for internal control for their adequacy and operating efficiency;
- (iii) Maintenance of records of disclosures made under this Code for a period of 5 years.

#### **8. PENALTY FOR CONTRAVENTION OF INSIDER TRADING CODE**

8.1 Any Designated Employee or their immediate relative who trades in securities of PCCPL or communicates any UPSI in contravention of this Code may be penalized and appropriate disciplinary action including remuneration freeze, suspension, dismissal etc. as may be decided by the Chairman of the Board in consultation with the Compliance Officer will be taken against such employee.

8.2 In case trading in securities or communication of UPSI is done in contravention of this Code by an Insider, other than a Designated Employee, then the Compliance Officer may report such case to the SEBI for taking appropriate action. The reporting to SEBI would be in addition to the action envisaged as per the terms of the contract / agreement for the Breach of contract / agreement.

8.3 In case an Insider or their immediate relative executes a contra trade, inadvertently or otherwise, in violation of the restriction mentioned in the Code, the profits from such trade shall be liable to be disgorged and transferred to the Investors Education and Protection Fund of SEBI.

#### **9. POWER OF SECURITIES AND EXCHANGE BOARD OF INDIA**

The action by PCCPL shall not preclude SEBI and other authorities from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, including any amendment thereof.



**10. INFORMATION TO SEBI IN CASE OF VIOLATION OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015**

Any violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, may be reported by the Compliance Officer to SEBI and report thereof shall be put up to the Audit Committee.

**11. AMENDMENT TO THE CODE:**

Any amendments in the Code, consequent upon amendment to the SEBI (Prohibition of Insider Trading) Regulations, 2015, shall be done with the approval of the Board of Directors of PCCPL. However, Compliance Officer is authorized to make changes, if any, in the format of disclosure forms as may be notified by SEBI form time to time.

**12. DETAILS OF THE COMPLIANCE OFFICER:**

Any clarification with regard to the Code may be addressed to the Compliance Officer at the address given below:

Sr. VP (Finance) & Company Secretary  
Punjab Chemicals and Crop Protection Limited  
Regd. Office: Milestone 18, Ambala Kalka Road,  
Village & P.O.: Bhankharpur,  
Derabassi, Distt. S.A.S. Nagar (Mohali), Punjab-140201  
Tel.: 01762-280086/ 280094 Fax: 01762-280070  
Email :info@punjabchemicals.com

**13. DISCLAIMER**

The Insider Trading Code enumerated above is a framework for prohibition of Insider Trading in Securities of PCCPL. However, it is the responsibility of every Insider to familiarise and ensure compliance with this Code, SEBI (Prohibition of Insider Trading) Regulations or any amendment thereof and other applicable laws.

ANNEXURE 1

PUNJAB CHEMICALS AND CROP PROTECTION LIMITED

REGISTER OF PERIOD OF CLOSURE OF TRADING WINDOW

Sr. No.	Date of notifying Trading Window Closure	Start date of Trading Window Closure	Last Date of Trading Window Closure	Purpose of Trading Window Closure



**ANNEXURE 3**  
**SPECIMEN OF APPLICATION FOR APPROVAL OF TRADING AS PER TRADING PLAN**

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

To,  
 The Compliance Officer  
 Punjab Chemicals and Crop Protection Limited  
 DERABASSI.

<b>Internal use</b>
Recd date and time:
<b>Sign :</b>

Dear Sir/Madam,

**APPLICATION FOR PRE-TRADING APPROVAL IN SECURITIES OF THE COMPANY**

I \_\_\_\_\_, an Insider of PCCPL, intend to deal in securities of PCCPL during the financial year \_\_\_\_\_ as per the details given below:

NAME	
State whether: <input type="checkbox"/> Director <input type="checkbox"/> Designated Person <input type="checkbox"/> Immediate Relative	
EMPL NO	
DESIGNATION	
DEPARTMENT	
PAN	
Email ID	

Details of proposed Trading Plan in securities of PCCPL:

Name	Relationship	Opening Balance as on 01.04.20	Trading Plan Details			Closing Balance as on 31.03.20	DP id / Client Id or Folio No
			Date	Transaction (Buy / Sell)	Qty		



## UNDERTAKING

I understand that public disclosure of the above mentioned Trading Plan would be made by PCCPL by notification to the Stock Exchanges. I further declare as under:

1. The Trading Plan submitted is irrevocable and I shall mandatorily 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.
2. I shall not entail commencement of trading earlier than six months from the public disclosure of the plan;
3. I shall 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 PCCPL and the second trading day after the disclosure of such financial results;
4. I shall not entail overlap of any period for which another Trading Plan is already in existence;
5. I shall not entail trading in securities for market abuse.
6. The Trading Plan shall not be commenced, if any unpublished price sensitive information was in my possession at the time of formulation of the plan and the same has not become generally available at the time of the commencement of implementation.
7. In case the above declarations are found to be misleading or incorrect at any time, I shall be personally liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company. The Company or any of its officers shall not be responsible for any default / contravention of any nature with regard to the "PCCPL Code of Conduct to Regulate, Monitor and Report Trading by Insiders".

Date :

Signature :

Place:

**ANNEXURE 4**  
**SPECIMEN OF APPLICATION FOR PRE-CLEARANCE OF TRADING IN SECURITIES**  
**WHEN TRADING WINDOW IS OPEN**

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

To,  
 The Compliance Officer  
 Punjab Chemicals and Crop Protection Limited  
 DERABASSI.

**Internal use**

Recd date and  
 time:

Sign :

Dear Sir/Madam,

I, Shri / Smt. \_\_\_\_\_, an Designated Person of PCCPL  
 intend to carry out transaction(s) in the securities of PCCPL as per the details given  
 below:

NAME	
EMPL NO	
DESIGNATION	
DEPARTMENT	
PAN	
Email ID	

Sr. No.	Name of the Person	Nature of relationship	No. of securities held as on the date of application	DP id / Client Id or Folio No	Nature of Transaction (Buy / Sell)	Estimated no of securities to be dealt	Estimated consideration value

UNDERTAKING

In this connection I solemnly confirm and declare:

- a) THAT I do not have access and/or have not received any "Unpublished Price Sensitive Information" up to the time of signing the undertaking;
- b) THAT in case I have access to or receive "Unpublished Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer about such "Unpublished Price Sensitive Information" and that I shall completely refrain from dealing in the securities of PCCPL till the time such information becomes public;
- c) THAT I have not contravened the "PCCPL Code of Conduct to Regulate, Monitor and Report Trading by Insiders" or any amendment thereof.
- d) THAT I shall not undertake any contra trade for a minimum period of six months from the date of the transaction, for which pre-clearance has been taken.
- e) In case the above declarations are found to be misleading or incorrect at any time, I shall be personally liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company. The Company or any of its officers shall not be responsible for any default / contravention of any nature with regard to the "PCCPL Code of Conduct to Regulate, Monitor and Report Trading by Insiders".

I hereby solemnly declare that I have made a full and true disclosure in this regard to the best of my knowledge and belief.

Pre-clearance may kindly be accorded in terms of "PCCPL Code of Conduct to Regulate, Monitor and Report Trading by Insiders".

Signature :

Date :

Place :

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FOR OFFICE USE

Date & time of receipt of the Application :

Date & time of communication of the pre-clearance or otherwise :

Reasons for not giving pre-clearance, if any :

Signature of the Compliance Officer / Authorised Officer

ANNEXURE 5

PUNJAB CHEMICALS AND CROP PROTECTION LIMITED

REGISTER OF PRE-CLEARANCE FOR TRADING IN SECURITIES

Sr. No.	Name	Category - Promoter/ Director / Designated Employee Immediate Relative/	Department	Date & Time of receipt of Pre-Clearance Application	Name of the person in whose name transaction is being made	Relationship
1	2	3	4	5	6	7

Nature of Transaction (Buy/Sell)	Estimated no. of securities	Estimated consideration	Date of Communication of the clearance by the Compliance Officer	Reasons for non-clearance, if any	No. of securities actually traded and date of transaction
8	9	10	11	12	13



**ANNEXURE 6**  
**INITIAL DISCLOSURE ON BECOMING A DIRECTOR / KMP / PROMOTER**

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 PCCPL and other such persons as mentioned in Regulation 6(2) of SEBI (PIT) Regulations, 2015

Name, PAN, CIN / 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
			Type of security (eg. Shares, Warrants, Debentures etc.)	No.	
1	2	3	4	5	6

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of PCCPL and other such persons as mentioned in Regulation 6(2) of SEBI (PIT) Regulations, 2015

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		
Contract specification	Number of units (contracts lot size)	Notional value in Rupee terms	Contract specification	Number of units (contracts lot size)	Notional value in Rupee terms
7	8	9	10	11	12

Name and Signature :  
Designation :  
Date :  
Place :

**ANNEXURE 7**  
**FORMAT FOR DISCLOSURE BY DESIGNATED PERSON**

A) Continual disclosure (within 30 days from date of any changes or within 30 days of end of financial year)

Name (Designated Person / Immediate Relative / Person with whom Designated Person shares a material financial relationship)	Relationship	PAN or any other identifier authorized by law	Phone, Mobile, Cell no.

B) One-time disclosure by Designated Person

Educational Institute from which the Designated Person has graduated	
Names and address of past employers	

Name and Signature :  
Designation :  
Date :  
Place :

**FORM A**  
**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (1) (a) read with Regulation 6 (2)-Initial disclosure to the Company]**

Name of the Company		:		
ISIN of the Company		:		
<b>Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6 (2)</b>				
Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP/ Directors/ immediate relatives, others, etc.)	Securities held as on the date of regulation coming into force		% of shareholding
		Type of Security (for e.g. shares, warrants, convertible debentures, etc.)	No.	

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

<b>Details of Open Interest (OI) in derivatives of the Company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6 (2)</b>					
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		
Contract Specifications	No. of units (Contracts * lot size)	Notional value in Rupee terms	Contract Specifications	No. of units (Contracts * lot size)	Notional value in Rupee terms

*Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.*

Name & 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)-Disclosure on becoming a Director/ KMP/Promoter]

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., CIN/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 shareholding
			Type of Security (for eg.- shares, warrants, convertible debentures, etc.)	No.	

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

Details of Open Interest (OI) in derivatives of the Company 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)					
Open interest of the Future contracts held as 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		
Contract specifications	No. of units (Contracts * lot size)	Notional value in Rupee terms	Contract specifications	No. of units (Contracts * lot size)	Notional value in Rupee terms

**Note:** In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name & 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	Category of Person (Promoters/KMP/Directors/immediate relatives/others, etc.)	Securities held prior to acquisition / disposal		Securities acquired / disposed		Securities held post acquisition / disposal		Date of allotment / acquisition of shares / sale of shares specify	Date of intimation to Company	Mode of acquisition / disposal (market purchase / rights / preferential offer / off market / inter-se transfer, ESOPs, etc)			
		Type of Security (for eg.- shares, warrants, convertible debentures, etc.)	No. & % of shareholding	Type of Security (for eg.- shares, warrants, convertible debentures, etc.)	No.	Value	Transaction Type (Buy/Sale/Pledge/Revoke/Invoke)				Type of Security (for eg.- shares, warrants, convertible debentures, etc.)	No. & % of shareholding	
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

**Details of trading in derivatives of the Company by Promoter, Employee or Director of a listed Company and other such persons as mentioned in Regulation 6 (2)**

Type of Contract	Contract Specifications	Buy		Sell		Exchange on which the trade was executed
		Notional Value	Number of Units (contracts * lot size)	Notional Value	Number of Units (contracts * lot size)	
15	16	17	18	19	20	21

**Note:** In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation :

Date:

Place:

**FORM D (Indicative Format)**  
**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**

**Regulation 7(3)- Transactions by other Connected persons as identified by the Company**

Name, PAN No., CIN/DIN & address with contact nos. of other connected persons as identified by the Company	Connection with Company	Securities held prior to acquisition / disposal		Securities acquired / disposed			Date of allotment advice / acquisition of shares / sale of shares specify	Date of intimation to Company	Mode of acquisition (market purchase / rights / preferential offer / off market / interest transfer, ESOPs, etc)				
		Type of Security (for eg- shares, warrants, convertible debentures, etc.)	No. & % of share-holding	Type of Security (for eg- shares, warrants, convertible debentures, etc.)	No.	Value				Transaction Type (Buy / Sale / Pledge / Revoke / Invoke)			
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

**Details of trading in derivatives by other connected persons as identified by the Company**

Trading in derivatives (Specify type of contract, Futures or options, etc.)				Exchange on which the trade was executed	
Type of Contract	Contract Specifications	Buy		Sell	
		Notional Value	Number of Units (Contracts *lot size)	Notional Value	Number of Units (Contracts *lot size)
15	16	17	18	19	20
					21

**Note:** In case of Options, notional value shall be calculated based on Premium plus strike price of options.