



PONNI SUGARS (ERODE) LIMITED

CIN : L15422 TN1996 PLC037200

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PEL/ SH/ 43

March 22, 2019

National Stock Exchange of India Ltd
Exchange Plaza
5th Floor, Flat No.C/ 1 G Block
Bandra-Kurla Complex
Bandra East, Mumbai 400 051

BSE Ltd
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400001

Scrip code: **PONNIERODE**

Scrip code: **532460**

Dear Sirs,

Reg: SEBI (Prohibition of Insider Trading) Regulations, 2015

Pursuant to Reg.8 & 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors at their meeting held on 22.03.2019 have approved the following:

- Code of Practices and Procedures for Fair disclosure of Unpublished Price Sensitive Information (Principles of Fair Disclosure) under Reg.8. This includes the Policy for determination of 'legitimate purposes'.
- Minimum Standards for Code of Conduct to Regulate, Monitor and Report Trading by Insiders under Reg.9

Copies of the above are enclosed (**Annx**).

The above will be hosted in our website and will be effective from 01.04.2019

Please take the same on record.

Thanking you

N Ramanathan
Managing Director

Encl: As above

PONNI SUGARS (ERODE) LIMITED

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Reg.8]

Code of Practices and Procedures for Fair disclosure of Unpublished Price Sensitive Information

Principles of Fair Disclosure

1. Ponni Sugars (Erode) Limited ('the company') is a public limited company and its Equity Shares are listed on NSE & BSE. It commits to diligently follow the mandate set out in the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('the Regulations').
2. The company in deference to Regulation 8(1) hereby sets out the code of practices and procedures for fair disclosure of unpublished price sensitive information. The underlying objective is to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its Equity Shares.
3. All terms used in this document shall have the meaning assigned to them under the SEBI (Prohibition of Insider Trading) Regulations, 2015 other applicable SEBI Regulations and Companies Act, 2013.
4. This code was first approved by the Board of Directors of the company on 25th March 2015 and came into force from 15th May 2015 being the date on which these Regulations came into force. This code was amended on 22nd Mar 2019 and the amended code comes into force from 1st Apr 2019.
5. The company shall ensure prompt public disclosure of Unpublished Price Sensitive Information (UPSI). Such a disclosure would be made no sooner than credible and concrete information coming to its knowledge.
6. The company would avoid selective disclosure of UPSI. The disclosure would be made by promptly sending the same to the SEs and simultaneously placing it on the website of the company with a view to make it generally available to investors and public at large.



7. In the event of any UPSI for reasons beyond the reasonable control of the company getting disclosed selectively, inadvertently or otherwise, the company would take immediate corrective steps for prompt dissemination of such information to make it generally available.
8. The company is a firm believer in knowledge sharing and information dissemination beyond the bounds of precise prescription under statutes except in case of classified documents and confidential information or involving intellectual property rights. The company would accordingly come swiftly with appropriate and fair response to queries on news reports including requests for verification of market rumours by regulatory authorities.
9. The company, given its size and positioning of the market, is not normally approached by analysts and research personnel. If and when the company organizes investor relations conferences or is approached by analysts and research personnel it will ensure that the information provided to them is not UPSI. The Chairman, Managing Director and other KMPs alone are authorized to give information on these occasions and other company officials are expressly prohibited from doing so. In such an event, the company would also put in place an appropriate system for following best practices towards making transcripts or records of procedures on its official website to ensure official confirmation and documentation of disclosures made.
10. The company would exercise due care and restraint in handling all UPSI strictly on a need to know basis. No insider shall communicate, provide, or allow access to any UPSI, relating to the company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations
11. No person shall procure from or cause the communication by any insider of UPSI, relating to the company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.



12. Policy for determination of 'legitimate purpose'.

- (a) UPSI may be shared in the ordinary course of business by the company and/ or an insider with lenders, merchant bankers, legal advisers, auditors (statutory/ cost/ tax/ secretarial), prospective business partners/ collaborators, other advisors or consultants.
- (b) UPSI may be shared with directors in respect of items listed in Board/ Committee Agenda or for facilitating meaningful discussion on the operations, performance or prospects of the company.
- (c) UPSI may be shared with Govt. authorities, Regulators, Enforcement authorities in response to notices or queries received in writing or demanded during personal hearings or interactions.
- (d) Sharing of UPSI shall in no case be carried out to evade or circumvent the SEBI Regulations or any other Law in force.
- (e) All reasonable care must be taken to ensure that the recipient of UPSI maintains strict confidentiality and suitable non-disclosure undertaking must be obtained wherever possible.

13. No insider shall trade in the securities of the company when in possession of UPSI unless specifically so permitted under relevant SEBI Regulations.

14. The company shall maintain a structured digital database containing the names of insiders with whom UPSI has been shared and such other particulars prescribed from time to time.

15. The Company Secretary is designated as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.



PONNI SUGARS (ERODE) LIMITED

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Reg.9]

Minimum Standards for Code of Conduct to Regulate, Monitor and Report Trading by Insiders

1. Ponni Sugars (Erode) Limited ('the company') in deference to Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('the Regulations') hereby sets out the minimum standards for code of conduct to regulate, monitor and report trading by insiders.
2. All terms used in this document shall have the meaning assigned to them under the SEBI (Prohibition of Insider Trading) Regulations, 2015 other applicable SEBI Regulations and Companies Act, 2013.
3. This code was first approved by the Board of Directors of the company on 25th March 2015 and came into force from 15th May 2015 being the date on which these Regulations came into force. This code was amended on 22nd Mar 2019 and the amended code comes into force from 1st Apr 2019.
4. The Company Secretary is designated as the compliance officer responsible for complying with the Companies Act, 2013 and all SEBI Regulations including the SEBI (Prohibition of Insider Trading) Regulations, 2015.
5. (i) The compliance officer shall provide a report under the Regulations to the Chairman of the Audit Committee at every meeting of the Audit Committee. (ii) For this, the Agenda for the Audit Committee shall include relevant information towards disclosures received, transactions reported to Stock Exchanges, trading plans approved and any other information relevant to compliance of the Regulations. (iii) Frequency of reporting is at the meeting succeeding such transactions but even in the absence of any transaction, there shall be a Nil Report once a year before 31st March.



6. (i) All price sensitive information shall be handled within the organization on a need to know basis. (ii) No Unpublished Price Sensitive Information (UPSI) shall be communicated to any person except in furtherance of the insiders' legitimate purposes, performance of duties or discharge of his legal obligations. (iii) In case of doubt, written confirmation of the compliance officer shall be obtained before proceeding to make disclosure of such information whether to an outsider or insider.
7. The company designates the following 'designated persons' and their immediate relatives to be governed by its internal code of conduct for dealing in the securities of the company:
 - a) Promoters
 - b) All Directors
 - c) All KMPs
 - d) All employees up to two levels below MD
 - e) All employees in HO in the rank of Manager and above
 - f) All intermediaries or fiduciaries and their employees having access to UPSI of the company.
8. The company takes note of the fact that the designated persons in its case are seldom involved in trading in the securities of the company. Accordingly there is no present need to have a detailed framework towards regulating such trade. Nonetheless, having regard to the specific mandate of the Regulations and to be pro-active, the company has devised the code to deal with trading by designated persons.
9. Designated persons may execute trades subject to compliance with these Regulations. The compliance officer will use a notional trading window as an instrument to monitor trading by the designated persons.
10. (i) The trading window shall close when the compliance officer determines that the designated person can reasonably be expected to have possession of UPSI.

(ii) The trading window shall in any event remain closed from the end of every quarter till 48 hours after declaration of financial results.



11. The designated persons and their immediate relatives shall not trade in the securities of the company when the trading window is closed.
12. The compliance officer shall determine the timing for reopening the trading window taking relevant factors into account including the UPSI becoming generally available and being capable of assimilation by the market.
13. (i) When the trading window is open, trading by designated persons and their immediate relatives is allowed if the value of the proposed trade, including the trades already made during a calendar quarter, is below Rs.10 lakhs.

(ii) In case of trade value exceeding the above threshold, designated persons or their immediate relatives can trade when the trading window is open only subject to pre-clearance by the compliance officer.
14. The compliance officer before approving any trade is entitled to seek declarations from the applicant for pre-clearance that he is not in possession of any UPSI. He may also test the reasonableness of the declaration so made.
15. Pre-clearance given by the compliance officer would be valid only for seven trading days. In case the pre cleared trade has not been executed by the designated person or his immediate relatives within this time limit, he must seek fresh pre-clearance again.
16. (i) The designated person or his immediate relative is not permitted to execute a contra trade within six months of trade in pursuance of the pre-clearance. (ii) The compliance officer however is empowered to grant relaxation from a strict application of this restriction for reasons to be recorded in writing provided that such relaxation in no manner violates the regulation. (iii) In case a contra trade is executed, inadvertently or otherwise, in violation of the restrictions the profits from such trade are liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education fund.
17. The Board of Directors would stipulate formats for various purposes under the code of conduct as would become necessary from time to time. It may cover *inter alia* the application for pre-clearance, reporting of trades



executed, reporting of decisions not to trade after securing pre-clearance and for reporting level of holdings in securities at such intervals considered reasonable and necessary to monitor compliance with the Regulations.

18. Designated persons shall furnish for each financial year a declaration confirming that they have complied with this code. Such declaration must be sent to the compliance officer before 30th April each year.
19. The Board is empowered to take disciplinary actions, including wage freeze, suspension, recovery, claw back etc for contravention of the code of conduct.
20. As and when the company observes or has come to know of any violation of these regulations, it shall inform SEBI promptly of same.
21. Designated persons are required to disclose the names and PAN/ other identifier of the following persons to the company on an annual basis and as and when the information changes :
 - a) immediate relatives
 - b) persons with whom such designated person(s) shares a material financial relationship
 - c) Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

