

Date: 26.03.2021

To,  
The Manager Listing,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400001

**Sub.: Intimation about revision in Company's 'Code of Conduct for Prevention of Insider Trading and Fair disclosure of Unpublished Price Sensitive Information' effective from 27<sup>th</sup> March, 2021**

Dear Sir / Madam,

1. This is to inform that pursuant to the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2020, the Board of Directors of the Company at their Meeting on 26<sup>th</sup> March, 2021 has revised and adopted "Code of Conduct for Prevention of Insider Trading and Fair disclosure of Unpublished Price Sensitive Information" ("Insider Trading Code"), which shall be effective from 27<sup>th</sup> March, 2021. The said Code is attached herewith.
2. This is for your information and record

Thanking You  
For Prime Fresh Limited  
(Formerly Known as Prime Customer Services Limited)

*Jinen Ghelani*  
Jinen Ghelani

Managing Director & CFO  
DIN: 01872929





**PRIME FRESH LIMITED**

**(FORMERLY KNOWN AS PRIME CUSTOMER SERVICES LIMITED)**

**CODE OF CONDUCT TO REGULATE, MONITOR  
AND REPORT TRADING BY INSIDERS (PURSUANT  
TO SECURITIES EXCHANGE BOARD OF INDIA,  
(PROHIBITION OF INSIDER TRADING)  
REGULATIONS, 2015.**

**REGISTERED OFFICE: 102 SANSKAR- 2, NEAR KETAV PETROL PUMP  
POLYTECHNIC ROAD, AMBAWADI AHMEDABAD GJ 380015 IN**

## **INTRODUCTION:**

Insider trading means dealing in Securities of a company by its Directors, Employees or other Insiders based on unpublished Price Sensitive Information. Such dealing by Insiders erodes the investors' confidence in the integrity of the management and is unhealthy for the capital markets.

The Securities and Exchange Board of India (SEBI), in its endeavour to protect the interests of investors in general had formulated the SEBI (Insider Trading) Regulations, 2015 under the powers conferred on it under the SEBI Act, 1992. These regulations came into force with effect from 15th May, 2015 and the same were made applicable to all companies whose shares were listed on Indian Stock Exchanges.

This Code has been designed to fulfil the responsibility cast on the Company by the Insider Trading Regulations, 1992 as amended on 15th January, 2015. (Herein after referred to as "the regulations")

The New Code of Conduct for Prevention of Insider Trading (hereinafter referred to as "the Code") is being introduced to replace the earlier Code of Conduct for Prevention of Insider Trading, (effective 15th May, 2015) to enhance the standards of governance and to take into account certain changes in the organization structure.

Regulation 3 of the Regulations, which prohibits insider trading is quoted below:

"No Insider shall –

(i) Either on his own behalf or on behalf of any other person, deal in securities of a company listed on any stock exchange when in possession of any unpublished price sensitive information;

Or

(ii) Communicate, provide, or allow access to any unpublished price sensitive information, relating to a 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.

## **1. DEFINITIONS AS USED IN THIS CODE:**

(A) **"Act"** means the Securities and Exchange Board of India Act, 1992 (15 of 1992);

(B) **"Board"** means the Securities and Exchange Board of India;

(C) **"Code" or "Code of Conduct"** shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of Prime Customer Services Limited as amended from time to time.

(D) **"Company"** means Prime Customer Services Limited.

(E) **"compliance officer"** means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who 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 codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be.

(F) **"connected person"** means,-

(i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,-

(a) An immediate relative of connected persons specified in clause (i); or

(b) A holding company or associate company or subsidiary company; or

(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 recognised 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 percent, of the holding or interest.

**G) "Designated Employees"** shall include –

a) All Key Managerial Personnel of the Company;

b) All employees (including temporary employees, trainees) in the Finance and Secretarial Department;

c) Dependent family members of (a) and (b) above;

d) Any other Connected Person as may be specified by the Compliance Officer/ Managing Director from time to time;

e) For the purpose of the code, the aforesaid persons are individually or collectively referred to as "Designated Employees".

**(H) "Generally available information"** means information that is accessible to the public on a non-discriminatory basis.

**(I) "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."

**(J) "insider"** means any person who is:

i) A connected person; or

ii) In possession of or having access to unpublished price sensitive information;

**(K) "Pre-clearance of Trade"** means prior approval for trading/ dealing in the Securities of the Company.

**(L) "promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, [2018] or any modification thereof.

**(M) "promoter group"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

**(N) "Regulations"** shall mean the SEBI (Prohibition of Insider Trading) Regulations, 2015.

**(O)"securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.

**(P)"specified"** means specified by the Board in writing;

**(Q)"takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments there to;

**(R)"trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

**(S) "Trading day"** means a day on which the recognized stock exchanges are open for trading;

**(T)"unpublished price sensitive information"** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- (i) Financial results;
- (ii) Dividends;
- (iii) Change in capital structure;
- (iv) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- (v) Changes in key managerial personnel
- (vi) Material events in accordance with the listing agreement

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made there under shall have the meanings respectively assigned to them in those legislation

## **2. APPLICABILITY**

This "Code of Internal Procedures and Conduct for prohibition of Insider Trading in dealing with the securities of "PRIME CUSTOMER SERVICES LIMITED" shall apply to all "Insiders" defined at Point J, as above including Promoters, Promoter Group and Designated Employees as defined at Point G, L and M respectively.

### **3. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS:**

#### **3.1 Communication or procurement of unpublished price sensitive information**

- No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a **“PRIME CUSTOMER SERVICES LIMITED”** or securities listed or proposed to be listed by **“PRIME CUSTOMER SERVICES LIMITED”**, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations
  - No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a **“PRIME CUSTOMER SERVICES LIMITED”** or securities listed or proposed to be listed by **“PRIME CUSTOMER SERVICES LIMITED”**, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
  - Notwithstanding anything contained in this regulation, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:–
    - (i) entail an obligation to make an open offer under the takeover regulations where the board of directors of the **“PRIME CUSTOMER SERVICES LIMITED”** is of informed opinion that sharing of such information is in the best interests of the company.
    - (ii) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the **“PRIME CUSTOMER SERVICES LIMITED”** is of informed opinion that sharing of such information 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 to be adequate and fair to cover all relevant and material facts
- 4) For purposes of sub-regulation (3), 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 purpose of sub-regulation (3), and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

(5) The board of directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such data bases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database

#### **4. DISCLOSURES OF TRADING BY INSIDERS**

##### **Disclosures by certain persons**

##### **1. Initial Disclosures**

a) Every Promoter, Key Managerial Personnel and Director of the Company shall be required to submit the details of their holding in the company's securities and that of their immediate relatives to the Compliance Officer within thirty days (30) days from the date of the Regulations becoming effective in such Form as prescribed in **Annexure I**

b) Every person on appointment as a Key Managerial Personnel or as a Director of the Company or upon becoming the Promoter shall disclose his/her holding of securities of the Company as on date of the appointment or becoming a Promoter, to the Company/Compliance Officer within seven (7) days of such appointment or becoming a Promoter in such Form as prescribed in **Annexure II**

In the event a new immediate relative comes into being or any existing immediate relative ceasing to be Dependent, the concerned Designated Person shall forthwith give a notice in writing of such changes to the Compliance Officer

##### **2. Continual disclosure for any Change in shareholding**

a) Every promoter, employee and director of company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions, aggregates to a traded value in excess of ten lakh rupees in such form as prescribed in **Annexure III**.

The disclosure shall be made within 2 working days of:

- (a) The receipt of intimation of allotment of shares, or
- (b) The acquisition or sale of shares or voting rights, as the case may be.

The disclosures under this Clause shall be sent to the Compliance Officer of the Company.

##### **Disclosure by the Company to Stock Exchanges**

Within 2 Trading days of the receipt of intimation under above mentioned Regulation, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information Received.



### **3. Disclosure by other Connected Persons**

The Compliance Officer may, required any other Connected Person to disclose the Holdings and trading in securities of the Company at such frequency as he may determine.

## 5. PRE-CLEARANCE OF TRADES

Any Director or Designated Employee (including immediate relatives) of the Company who intend to deal in the Securities of the Company when the trading window is open and where the number of shares intended to be dealt in excess of Rs. 10 Lacs whether in one transaction or a series of transactions over and calendar quarter, should pre-clear the transactions as per the pre-dealing procedure as described hereunder.

### **Pre-dealing Procedure**

An application for pre-clearance of trade may be made in **Form A** to the Compliance Officer along with an undertaking (UT) (**Form B**) in favour of the Company by such Designated Employee, Director, Officer incorporating, inter alia, the following clauses, as may be applicable:

- a) That the employee/ director/ officer does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
- b) That in case the Designated Employee, Director, Officer has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he or she shall inform the Compliance officer of the change in his position and that he or she would completely refrain from dealing in the securities of the company till the time such information becomes public in the securities of the Company till the time such information becomes public.
- c) That he or she has not contravened the code of Conduct for prevention of insider trading as notified by the Company from time to time.
- d) That he or she has made a full and true disclosure in the matter.

The Compliance Officer shall on receiving an application provide the Director, Officer, and Designated Employee with an acknowledgement on the duplicate of the application. The Compliance Officer shall grant approval **Form C** within 2 days from the date of acknowledgement.

The Compliance Officer shall retain copies of all applications and acknowledgements.

### **Other Restrictions**

- All Specified Persons shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given.
- The Specified Persons shall file within 2 (two) days of the execution of the deed, the details of such deal with the Compliance Officer in the prescribed form. (**Form D**) If the order is not executed within one week after the approval is given, the Specified Persons must pre clear the transaction again.

- All Directors, Officers, Designated Employees shall hold their investments in securities for a minimum period of 6 Months irrespective of mode of acquisition in order to be considered as being held for investment purposes.
- The holding period shall also apply to subscription in the primary market (IPOs). In the case of IPOs, the holding period would commence when the securities are actually allotted.
- In case the sale of securities is necessitated by personal emergency, the compliance officer may waive the holding period after recording in writing his or her reasons in this regard. An application for waiver of holding period shall be made to the Compliance Officer as per **Form E**.

## **6. Trading Plan**

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.

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.

The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he 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.

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.

However, 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.

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

## 8. TRADING RESTRICTIONS

All directors / officers and designated employees of the company shall be subject to trading restrictions as enumerated below:-

### **Trading Window**

The period prior to declaration of price sensitive information is particularly sensitive for transactions in the Company's securities. This sensitivity is due to the fact that the Directors, Officers and Designated Employees will, during that period, often possess unpublished price sensitive information.

During such sensitive times, the Directors, Officers and Designated Employees will have to forego the opportunity of trading in the Company's securities. The Directors, Officers and Designated Employees of the Company shall not deal in the securities of the Company when the trading window is closed. The period during which the trading window is closed shall be termed as prohibited period.

### **Trading Window and Window Closure:**

- (i) The trading period, i.e. the trading period of the stock exchanges, called trading window", is available for trading in the Company's securities.
- (ii) The trading window shall be, inter alia, closed 7 days prior to and during the time the unpublished price sensitive information is published.
- (iii) When the trading window is closed, the Specified Persons shall not trade in the Company's securities in such period.
- (iv) All Specified Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in Point No. (ii) above or during any other period as may be specified by the Company from time to time.

The trading window shall be, inter alia, closed at the time of:-

- A) Declaration of Financial results (quarterly, half-yearly and annual)
- B) Declaration of dividends (interim and final)
- C) Issue of securities by way of public/ rights/ bonus, etc.
- D) Any major expansion plans or execution of new projects
- E) Amalgamation, mergers, takeovers and buy-back
- F) Disposal of whole or substantially whole of the undertaking
- G) Any changes in policies, plans or operations of the Company disruption of operations due to natural calamities;



- H) Commencement of any new commercial production/commercial operations where the contribution there from is likely to exceed 5% of the total turnover of the Company during that financial year;
- I) Developments with respect to changes in pricing / realization on goods and services arising out of changes in government policy;
- J) Litigation/dispute with a material impact;
- K) Revision of credit ratings assigned to any debt or equity instrument of the Company;
- L) Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the securities of the Company;

The trading window shall be opened 48 hours after the information referred in A is made public.

All Directors, Officers, Designated Employees of the company shall conduct all their dealings in the securities of the Company only during the free period and shall not deal in any transaction involving the purchase or sale of the Company's securities during the prohibited.

## **9. DISSEMINATION OF PRICE SENSITIVE INFORMATION**

No information shall be passed by Specified Persons by way of making a recommendation for the purchase or sale of securities of the Company.

Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors:

- Only public information to be provided.
- At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

## **10. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**

Pursuant to Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 read with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and Schedule A of the Regulations, Prime Customer Services Limited is required to formulate a code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Fair Disclosure Code").

A code of practices and procedures for fair disclosure of unpublished price sensitive information for adhering each of the principles is set out below:

Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

Uniform and universal dissemination of sensitive unpublished price sensitive information to avoid selective disclosure.

The Compliance Officer of the Company shall act as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.

Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.

Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

Handling of all unpublished price sensitive information on a need-to-know basis.

Unpublished Price Sensitive Information (UPSI) may be disclosed to person who needs such information for furtherance of legitimate purpose for performance of duties of legal obligation of the Company.

For sharing of information for **legitimate purpose** Company is formed following policy:

- UPSI is in the nature of information relating to the Company, directly or indirectly, of precise nature that can have an impact on the prices of the securities of the Company if made public.
- Till the UPSI becomes generally available information, UPSI can be shared only on a need-to-know basis and for legitimate purpose as provided hereunder and not to evade or circumvent the prohibitions of the Regulations.
  1. Sharing of relevant UPSI with consultants, advisors engaged by the Company in relation to the subject matter of the proposed deal/ assignment in relation to UPSI;
  2. Sharing of relevant UPSI with intermediaries/ fiduciaries viz. Merchant bankers, legal advisors, auditors in order to avail professional services from them in relation to the subject matter of the UPSI;
  3. Sharing of relevant UPSI with persons for legitimate business purposes (e.g., attorneys, investment bankers or accountants);
  4. Sharing of relevant UPSI with persons who have expressly agreed in writing to keep the information confidential, such as potential customers, other developers, joint venture partners and vendors, and not to transact in the company's securities on the basis of such information
  5. Sharing of relevant UPSI with persons who have expressly agreed in writing to keep the information confidential, such as potential customers, other developers, joint venture partners and vendors, and not to transact in the company's securities on the basis of such information

The Compliance Officer who is acting as a chief investor relations officer shall maintain following records with respect to UPSI shares for legitimate purpose:

- i. What is the purpose behind sharing UPSI?
- ii. Who had shared UPSI and he was authorized for the same?
- iii. Whether non-disclosure agreement/ disclosures were signed while sharing UPSI?
- iv. Whether the person who had shared UPSI had informed to Compliance Officer regarding sharing of UPSI?

## **11. PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT**

Every Specified Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).

Any Specified Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.

Specified Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.

The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

## 12. INQUIRY

Where on the basis of the records available or the information received, Compliance Officer finds or has a reason to believe that any employee or officer of the company has violated the provisions of this Code, than such person may be required to furnish documents/evidences to prove the compliance of the Code by him.

If on the receipt of the documents/evidences, Compliance Officer is satisfied that there is no noncompliance of the Code then no penal action would taken against him.

However, in case of noncompliance of the Code, appropriate penal actions as decided by the Board of Directors would be taken against such person.

In case the proper documents/information is not submitted by the insider, within the time limit as prescribed by the Compliance Officer then the Compliance Officer and HR-Head shall jointly undertake an inquiry.

To undertake the inquiry, the Compliance Officer and HR-Head may appoint one or more competent person (hereinafter referred to as authorized representative). While undertaking the inquiry, the authorized representative may take such actions as may be required including checking the transaction of the insider with the brokerage firm/relevant agencies or authorities. The inquiry should be completed within 15 days. Authorized representative will submit his report to the Compliance Officer within 5 days of the completion of the inquiry.

If on the completion of the investigation, insider is found to be the guilty of the violation of the Code, then his case would be referred to the Board of Directors and appropriate disciplinary action would be taken against him. Decision of the Board of Directors would be final and binding upon the insider.



### **13. MISCELLANEOUS**

Any employee of the Company who becomes aware of any violation by an insider shall immediately intimate the Compliance Officer of such violation or non compliance. The information provided by such employee shall be treated as confidential and shall not be disclosed.

If any employee has any query/question about this Code or its application to any proposed transaction, the same may be addressed to the Compliance Officer. The Code shall remain in force until withdrawn by the Board of Directors of the Company.

**Annexure I**

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

To,  
 The Compliance Officer,  
**Prime Customer Services Limited**  
 102 SANSKAR- 2, NEAR KETAV PETROL PUMP  
 POLYTECHNIC ROAD,  
 AMBAWADI  
 AHMEDABAD-380015  
 Gujarat India  
 (ISIN: \_\_\_\_\_ )

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

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	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrant, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7	8	9

Date:  
 Signature:

Place:  
 Designation:

**Annexure-II**

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

To,  
 The Compliance Officer,  
**Prime Customer Services Limited**  
 102 SANSKAR- 2, NEAR KETAV PETROL PUMP  
 POLYTECHNIC ROAD,  
 AMBAWADI  
 AHMEDABAD-380015  
 Gujarat India  
 (ISIN: \_\_\_\_\_ )

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

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/others etc	Date of Appointment if Director/ KMP OR Date if becoming promoter	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
			Type of security (For eg. – Shares, Warrant, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2		3	4	5	6	7	8	9

Date:  
 Signature:

Place:  
 Designation:

**Annexure-III**

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

To,  
The Compliance Officer,  
**Prime Customer Services Limited**

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

Name, PAN No., CIN/DIN & address with contact nos..	Category of Person (Promoters/ KMP / Directors/ immediate relatives/others etc	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares		Mode of acquisition (market purchase /p ublic rights/ preferential offer / off market/ Inter-se transfer etc	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed			
		Type of Security (For eg. –Shares, Warrants, Convertible Debentures etc.)	No.	Type Of security (For eg.– Shares, Warrants Convertible Debenture etc.)	No.	Pre transc tion	Post Trans action	From	To		Buy	Sell	Val ue	No of units (Con tracts Lot Size)		Val ue	No of units (Cont racts Lot Size)	

Date:  
Signature:

Place:  
Designation

## FORM A

Date:

To,

The Compliance Officer,

**Prime Customer Services Limited**

102 SANSKAR- 2, NEAR KETAV PETROL PUMP

POLYTECHNIC ROAD,

AMBAWADI

AHMEDABAD-380015

GJ IN

Dear Sir/Madam,

Application for Pre-trading approval in securities of the Company Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Insider Trading Code, I seek approval to purchase /sale /subscription of \_\_\_\_\_ equity shares of the Company as per details given below:

1.	Name, Address and PAN of the applicant	
2.	Designation	
3.	Number of Securities held as on date	
4.	Folio No / DP ID/ Client ID No.	
5.	The Proposal is for : a. Purchase of securities b. Subscription to securities c. Sale of securities	
6.	Proposed date of trading in securities	
7.	Estimated number of securities proposed to be acquired/subscribed / sold	
8.	Price at which transaction is proposed	
9.	Current Market price (as on date of application)	
10.	Whether the proposed transaction will be made through stock exchange or off- market	

I also enclosing undertaking signed by me in this regard.

**Form B**  
**UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRECLEARANCE**  
**UNDERTAKING**

To,  
The Compliance Officer,  
**Prime Customer Services Limited**  
102 SANSKAR- 2, NEAR KETAV PETROL PUMP  
POLYTECHNIC ROAD,  
AMBAWADI  
AHMEDABAD-380015  
GJ IN

I, \_\_\_\_\_ of the Company residing at \_\_\_\_\_, am  
desirous of dealing in \_\_\_\_\_ \* Shares of the Company as mentioned in my application dated for pre-clearance of the transaction.

I further declare that I am not in possession of any Unpublished Price Sensitive Information (as defined in the Company's Insider Trading Code (the Code)) up to the time of signing this Undertaking.

In the event that I have access to or have 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.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time. I undertake to submit the necessary report within 2 (two) days of execution of the transaction / a "NIL" report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 trading days of the receipt of approval failing which I shall once again seek pre-clearance.

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

Date :

Signature :

Place:



**Form C**  
**FORMAT FOR PRE- CLEARANCE ORDER**

To,  
Name:  
Designation:  
Place:

This is to inform you that your request for trading in ----- (numeric value) shares of the Company as mentioned in your application dated is approved. Please note that the said transaction must be completed on or before ----- (date) that is within 7 (seven) 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 days from the date of transaction/deal. In case the transaction is not undertaken a "NIL" report shall be necessary.

Yours faithfully,

**For Prime Customer Services Limited**

**COMPLIANCE OFFICER**

**Date:**

**Encl: Format for submission of details of transaction**

**Form D**  
**DISCLOSURE OF TRANSACTIONS**

**(To be submitted within 2 days of transaction / trading in securities of the Company)**

To,  
The Compliance Officer,  
**Prime Customer Services Limited**  
102 SANSKAR- 2, NEAR KETAV PETROL PUMP  
POLYTECHNIC ROAD,  
AMBAWADI  
AHMEDABAD-380015  
GJ IN

I hereby inform that I:-

- have not bought/sold/ subscribed any securities of the Company
- have bought/sold/subscribed to \_\_\_\_\_ securities as mentioned below on \_\_\_\_\_ (date)

<b>Name, Address and PAN Of holder</b>	<b>No. of Securities dealt with</b>	<b>Bought/sold/subscribed</b>	<b>DP ID/Client ID/ Folio No</b>	<b>Price (Rs.)</b>

I undertake to preserve documents evidencing proof of above transaction for a period of 3 years and produce the same to the Compliance officer/SEBI when required.

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

Date:

Signature:

Name:

Designation:

**Form E**  
**Application for the Waiver of Minimum Holding Period**

To,  
The Compliance Officer,  
**Prime Customer Services Limited**  
102 SANSKAR- 2, NEAR KETAV PETROL PUMP  
POLYTECHNIC ROAD,  
AMBAWADI  
AHMEDABAD-380015  
GJ IN

**Dear Sir,**

I request you to grant me waiver of the minimum holding period of 1 month as required under Code for Prevention of Insider Trading with respect to the following securities of the Company held by me

<b>Name</b>	<b>DP ID/ Client ID/ Folio No.</b>	<b>Type of Securities</b>	<b>No. of Securities</b>	<b>Date of Acquisition</b>

The reason for seeking this waiver is: (mention reasons)

Thanking you,  
Yours faithfully,

\_\_\_\_\_  
Name:  
Designation:  
Department:  
Folio No.