

JD ORGOCHEMLIMITED

CODE OF CONDUCT

FOR

REGULATING & REPORTING TRADING

BY INSIDERS

AND

FOR FAIR DISCLOSURE, 2015

JD ORGOCHEM LIMITED

CODE OF CONDUCT FOR REGULATING & REPORTING TRADING BY INSIDERS AND FOR FAIR DISCLOSURE, 2015

1. INTRODUCTION

SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations") issued on January 15, 2015, effective from May 15, 2015. In compliance with the same, following Code of Conduct for Regulating and Reporting Trading by Insiders and for Fair Disclosure, 2015 (hereinafter referred to as the "Code") has been adopted by the Board of Directors of the Company which shall be effective from May 15, 2015.

2. PURPOSE OF THE CODE

The Code of Conduct for Regulating & Reporting Trading by Insiders and for fair disclosure, is necessary for the Company to ensure that there is a timely and adequate disclosure of unpublished price sensitive information impacting the price of the Company's Securities and to ensure and maintain the uniformity, transparency and fairness in dealing with all stakeholders and for ensuring adherence to applicable laws and regulations. Further, the Company endeavours to preserve the confidentiality of un – published price sensitive information and to prevent misuse of such information

3. DEFINITIONS

In this Code, unless the context otherwise requires:

- (i) "**SEBI Act**" or "**Act**" means the Securities and Exchange Board of India Act, 1992;
- (ii) "**Regulations**" mean the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
- (iii) "**the Company**" means JD Orgochem Limited
- (iv) "**Code**" means this JD Orgochem Limited Code of Conduct for Regulating & Reporting trading by insiders and for fair disclosure, as modified from time to time;
- (v) "**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himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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;
- (h) an official or an employee of a self-regulatory organization recognised or authorized by SEBI; 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;

(vi) **“Designated Employees”** shall mean the persons who the Chairman of the Board shall in consultation with the Compliance Officer specify as the designated persons to be covered by such Code on the basis of their role and function in the organisation. Due regard shall be had to the access that such role and function would provide the unpublished price sensitive information in addition to seniority and professional designation.

(vii) **“Director”** means a member of the Board of Directors of the Company including Independent Directors;

(viii) **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis; (Information published on the website of a Stock Exchange and of the Company, would ordinarily be considered generally available information.)

(ix) **“Key Managerial Personnel”** or **“KMP”**, in relation to a Company means

- (i) Managing Director or such other officer as may be prescribed under the Companies Act, 2013;

- (x) **“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;
- (xi) **“Insider”** means any person who is:
- i) a connected person; or
 - ii) in possession of or having access to unpublished price sensitive information;
- (xii) **“Securities”** includes:
- (a) shares, bonds, debentures or other marketable securities of a like nature;
 - (b) any kind of derivatives in the Securities of the Company; and
 - (c) such other instruments recognized as securities under the Securities Contracts (Regulation) Act, 1956 and issued by the Company from time-to-time;
- (xiii) **“Stock Exchange”** means:
- (a) Bombay Stock Exchange; and any other Exchange where the Shares of the Company may get listed in future
- (xiv) **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- (xv) **“Trading Day”** means a day on which the recognized stock exchanges are open for trading where securities of the Company are listed;
- (xvi) **“Trading Window”** means trading period for trading in the Company’s Securities. All days shall be the trading periods except when trading window is closed;
- (xvii) **“Unpublished Price Sensitive Information” or “UPSI”** 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, delistings, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel; and
 - (vi) material events in accordance with the listing agreement.

Compliance Officer may decide any other matter also as Price Sensitive Information; All other words and phrases will have the same meaning as defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time. Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956,

the Depositories Act, 1996 or the Companies Act, 2013 and rules & regulations made thereunder shall have the meanings respectively assigned to them in that legislation.

4. COMPLIANCE OFFICER

The Managing Director of JD Orgochem Limited shall act as the Compliance Officer for the purpose of this code and in the absence of the Compliance Officer, such other officer authorized by the Compliance Officer or the Chairman of the Board.

5. DUTIES OF COMPLIANCE OFFICER

The Compliance Officer shall be responsible for:

- (i) 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 JD Orgochem Limited.
- (ii) Putting up to the Board, the details of the following, if any, at the end of the financial year:
 - Trading Plan submitted by an insider;
 - Pre-clearances given to an Insider;
 - Continual disclosure submitted by an insider;

6. REPORTING

The Compliance Officer shall report to the Board of Directors ("Board") and in particular, shall provide reports to the Chairman of the Board, on a monthly basis or at such frequency as may be stipulated by the Board from time to time.

7. INFORMATION ON A NEED TO KNOW BASIS & CHINESE WALL PROCEDURES

All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his/her legal obligations. Company shall take utmost care to prevent misuse of price sensitive issues, the Company is adopting the Chinese wall policy which will separate Finance, Accounts and Company Secretarial Department (Inside Area Department) from rest others. The Inside Area Department will not communicate any confidential and price sensitive information other department except on a need to know basis. They shall follow the following norms:

Norms for appropriate Chinese Walls procedures & processes will be as under –

- i. To prevent the misuse of confidential information, the Company shall ensure that the information is provided to only those employees who need to know the

information and ensure such information be communicated to them in a secure manner

- ii. The employees with price sensitive information shall not communicate such an information shall not communicate it to persons who are not supposed to have such information.
- iii. In exceptional circumstances Employees from the public areas may be brought “over the wall” and given confidential information on the basis of “need to know” criteria, under intimation to the Compliance Officer.

8. DESIGNATED PERSONS

The Chairman of the Board shall in consultation with the Compliance Officer specify the designated persons to be covered by such Code on the basis of their role and function in the organisation from time to time. Due regard shall be had to the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation.

9. TRADING WINDOW

Designated persons may execute trades subject to compliance with these Regulations. Towards this end, a notional trading window shall be used as an instrument for monitoring trading by the designated persons. The trading window shall be closed when the Compliance Officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

The timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours (48 hours) after the information becomes generally available. The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company

10. PRE-CLEARANCE & TRADES

When the trading window is open, trading by designated persons shall be subject to preclearance by the Compliance Officer, if the value of the proposed trade(s) is above a minimum threshold limit of Rs. 10,00,000/- (Rupees Ten Lakhs) in value over any calendar quarter, or such other limits as the Board may stipulate. No designated person shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed.

The Compliance Officer shall confidentially maintain a list as a “restricted list” as may be specified in the SEBI regulations which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.

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

Order in respect of securities shall be executed within seven (7) trading days after approval is granted by the Compliance Officer, failing which fresh pre-clearance would be needed for the trades to be executed.

A designated person who is permitted to trade shall not execute a contra trade within a period of six (6) months following the prior transaction. Relaxation may be given from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these Regulations. In the event, any such 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 SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

11. DISCLOSURE RESPONSIBILITIES & FORMATS

A. Initial Disclosures of holdings

Every promoter, key managerial personnel and director of the Company shall disclose (as per **Form A**) his holding of securities of the Company as on the date of these Regulations taking effect, to the Company within thirty (30) days of these Regulations taking effect;

Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or Designated Employee shall disclose (as per **Form A**) his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven (7) days of such appointment or becoming a promoter.

B. Continual Disclosures of trades

Every promoter, employee and director of the Company shall disclose to the Company (as per **Form C**) the number of such securities acquired or disposed of within two (2) 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.10,00,000/- (Rupees Ten lakh) or such other value as may be specified;

The Company shall within a period of two (2) working days from the date of receipt of such disclosures, inform the Stock Exchanges particulars of such trading.

C. Other formats / disclosures, to monitor compliance with these Regulations would be as under

- Application-cum-undertaking for pre-clearance (as per **Form B**)

- Reporting of holdings in securities by Designated Persons as on 31 March, on an annual basis by 10 April (as per **Form A**)

12. Penalty for contravention of Code of Conduct

Any Designated Person contravening the Code will be liable to penalty 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.

13. Applicability of the Code to certain persons

The Regulations apply to certain persons who by being in any contractual, fiduciary or employment relationship or holding any position including a professional or business relationship with the Company whether temporary or permanent have access, directly or indirectly, to unpublished price sensitive information or are reasonably expected to allow such access. They are advised to adhere to the Regulations strictly. In case it is observed by such persons required to formulate a code of conduct under sub-regulation (1) and sub-regulation (2) of regulation 9, that there has been a violation of these Regulations, they shall inform SEBI promptly, with a copy to the Company.

14. Amendment to the Code

The Board of Directors may review and revise the code as and when deems fit.

15. Maintenance of Records

The Company shall maintain records of disclosures made under this Code for a period of 5 years.

**PRINCIPLES OF FAIR DISCLOSURE FOR PURPOSES OF CODE OF PRACTICES AND PROCEDURES
FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

The Promoter(s), Director(s), KMP(s) and Designated Employees of JD Orgochem Limited shall abide by the following principles of fair disclosure of unpublished price sensitive information for fair disclosure of events and occurrences that could impact price discovery for its securities in the market:

1. Ensure that all unpublished price sensitive information that may impact the market price of the Company Securities shall be promptly made available in public domain.
2. Avoid selective disclosure of unpublished price sensitive information and ensure that all unpublished price sensitive information is disclosed uniformly and universally.
3. Ensure that any unpublished price sensitive information, which may have been disclosed selectively, inadvertently or otherwise, shall be promptly made available in public domain.
4. Ensure that appropriate and fair response is provided to queries on news reports and requests for verification of market rumours by regulatory authorities.
5. Ensure that the information shared with analysts and research personnel is not unpublished price sensitive information.
6. All unpublished price sensitive information shall be handled on a need-to-know basis i.e. no unpublished price sensitive shall be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of his legal obligations.
7. The Managing Director of JD Orgochem Limited is designated as the “Compliance Officer” to deal with all matters relating to dissemination of information and disclosure of unpublished price sensitive information in absence of Compliance Officer any other person as designated by the Chairman of the Board.

ANNEXURE - A
PROFORMA FOR INITIAL DISCLOSURE AND ANNUAL DISCLOSURE OF DETAILS OF SHARES HELD BY
DIRECTOR/KMP/DESIGNATED EMPLOYEE

To
The Compliance Officer
JD Orgochem Limited
301, Sumer Kendra, Pandurang Budhkar Marg
Worli, Mumbai – 400 018

Dear Sir/ Madam,

I, Director/KMP/Designated Employee of JD Orgochem Limited furnish below the details of shareholding in the Company as on in terms of regulation 7 (1) of SEBI (Prohibition of Insider Trading) Regulation, 2015

Name :	
Director/KMP/Employee No. :	
Designation	
Department	
Permanent Account Number	
Email id	
Date of becoming Director/KMP/ Designated Employee	

Details of shares held in own name

Folio No./DP No.	
Number of Shares held	
Date of Acquisition	
Mode of Acquisition	
Buy Quantity	
Value of shares	

Details of shares held in immediate relative name

Name of the immediate relative, PAN Number & Address and Relationship	
Folio No./DP No.	
Number of Shares held	
Date of Acquisition	
Mode of Acquisition	
Buy Quantity	
Value of shares	

Signature
Date
Place

ANNEXURE - B
APPLICATION FOR PRECLEARANCE OF TRADES IN SECURITIES BY DIRECTOR/KMP/DESIGNATED EMPLOYEE

To
Compliance Officer
JD Orgochem Limited
301, Sumer Kendra, Pandurang Budhkar Marg
Worli, Mumbai – 400 018

I, Director/KMP/Designated Employee of JD Orgochem furnish below the details of shareholding in JD Orgochem Limited as on in terms of regulation 7 (1) of SEBI (Prohibition of Insider Trading) Regulation, 2015.

Name :	
Director/KMP/Employee No. :	
Designation	
Department	
Permanent Account Number	
Email id	
Date of becoming Director/KMP/ Designated Employee	
Folio No./DP No./Client ID	

No. of shares held (including Immediate relative) as on the date of application	
Folio No./DP No./Client ID	
Nature of new transaction for which approval is sought	
Estimated number 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 the Corporation till the time such information becomes public
- c) **THAT** I have not contravened the Insider Trading Code as notified by the Company from time to time.

d) **THAT** I shall not undertake any contra trade for a minimum period of **six months** from the date of this pre-clearance.

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 provisions of the Insider Trading Code of JD Orgochem Limited.

Signature :

Date :

Place:

ANNEXURE – C

PROFROMA FOR DISCLOSURE OF ANY CHANGE IN THE HOLDINGS BY DIRECTOR/KMP/DESIGNATED EMPLOYEE

The Compliance Officer
JD Orgochem Limited
301, Sumer Kendra, Pandurang Budhkar Marg
Worli, Mumbai – 400 018

Dear Sir,

I Director/KMP/ Employee of JD Orgochem Limited furnish below the details of transactions of my own / immediate relatives in the securities of JD Orgochem Limited exceeding threshold limits during the period from to in terms of regulation 7 (2) of SEBI (Prohibition of Insider Trading) Regulation,

Name :	
Director/KMP/Employee No. :	
Designation	
Department	
Permanent Account Number	
Email id	
Date of becoming Director/KMP/ Designated Employee	
Folio No./DP No./Client ID	

Details of change in shareholding exceeding threshold limits of Director/ Key managerial Personnel/Designated Employee

DP Id. / Client Id. or Folio No.	No. & % of shares / voting rights held by the Director/KMP/Employee	Date of receipt of allotment advice / acquisition / sale of shares / voting rights	Mode of acquisition (market purchase / public / rights / preferential offer etc.)	No. & % of shares / post acquisition / voting rights sale	Trading member through whom the trade was executed with SEBI Registration No. of the TM	Buy/Sell quantity	Buy/Sell value

Details of change in shareholding exceeding threshold limits of immediate relative

Name, PAN No. & Address and relationship, Client ID and DP ID	No. & % of shares / voting rights held	Date of receipt of allotment advice / acquisition / sale of shares / voting rights	Mode of Acquisition (market purchase /public / rights /preferential offer etc.))	No. & % of shares / post acquisition /voting rights sale	Trading member through whom the trade was executed with SEBI Registration No. of the TM	Buy/Sell quantity	Buy/Sell value

I declare that I have complied with the requirement of the minimum holding period of **6 months** with respect to the securities purchased/sold.

I hereby declare that the above details are true, correct and complete in all respects.

Signature :

Date :

Place :