PNC CAPITAL TRUST LIMITED

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

Effective from May 15, 2015

Code of conduct for Prevention of Insider Trading

This Code of Conduct may be known as "PNC CAPITAL TRUST LIMITED Code of Conduct for Prohibition of Insider Trading" (herein after referred to as the "Code of Conduct").

This code has been made pursuant to Regulation 8 & 9 of the SEBI (Prohibition of Insider Trading) Regulation, 2015 as amended from time to time and may be modified by the Board of Directors of the Company from time to time.

This Code has been designed to enhance the standards of governance and to comply with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 made effective from 15th May, 2015.

I. DEFINITION

1. "**Act"** means the Securities & Exchange Board of India Act, 1992 as may be amended from time to time.
2. **"Board"** means Board of Directors of the Company, PNC Capital Trust Limited
3. **"Code"** means this Code of Conduct for Prevention of Insider Trading including modifications made thereto from time to time.
4. **"Company"** means PNC Capital Trust Limited
5. **"Compliance Officer"** shall mean Company Secretary of the Company.
6. **"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himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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 personsunless 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 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 accompany or his immediate relative or banker of the company, has more than ten percent of the holding or interest;

7. **"Designated Person"** means –
   (i) All Directors whether executive, non-executive or independent;
   (ii) Chief Executive Officer (CEO), Chief Financial Officer (CFO) and Company Secretary (CS);
   (iii) All employees of Manager cadre and above in Finance, Accounts and Secretarial Department;
   (iv) All employees of General Manager cadre and above in all other Departments of the Company;
   (v) Such other employees as may be determined by the Company from time-to-time.

8. **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis;

9. **"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;

10. **"Insider"** means any person who is:,
    (i) A connected person; or
    (ii) In possession of or having access to unpublished price sensitive information;

11. **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;

12. **"Regulation"** means Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations 2015 as amended from time to time.

13. **"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;

14. **"Specified"** means specified by the Board in writing;

15. **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

16. **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

17. **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;

18. **"Trading Window"** means the period during which, trading in the Company's shares by insiders shall be permissible.

19. **"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 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; and
    (vi) material events in accordance with the listing agreement.

II. INTERPRETATION

1) 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 thereunder shall have the meanings respectively assigned to them in those legislation.
2) This Code can be modified/amended/altered only by Board of Directors of the Company.
3) But in case of any statutory modification or amendment or alteration of the provision of Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations 2015, the newly modified/amended/altered provisions of the Regulation shall be deemed to be implemented in the Code immediately with effect from the date of the statutory notification for modification or amendment or alteration etc.
   The amended code should be placed before the Board of Directors of the Company in the Board Meeting held immediately after the date of statutory notification for modification/amendment/alteration etc. of the Regulation for noting.

III. APPLICABILITY

This code shall be applicable to all the Directors/ Officers / Designated employees, present and future.

IV. CODE

1.0 Compliance Officer

1.1 The Compliance officer shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules

for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the 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;

1.2 The compliance officer shall maintain a record of the insiders and any changes made in the list of insiders.

1.3 The compliance officer shall assist all the employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and companies code of conduct.

1.4 The compliance officer shall report on insider trading to the Board and to the Chairman of the Audit Committee on annual basis.

2.0 Preservation of Confidentiality of UPSI / Confidential Information

2.1 Insiders and their immediate relatives shall not 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.

2.2 Price Sensitive Information is to be handled on a “need to know” basis, i.e., No 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 obligations.

2.3 No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance or legitimate purposes, performance of duties or discharge of legal obligations.

2.4 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: -

2.4.1 entail an obligation to make an open offer under the takeover regulations where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company;

2.4.2 not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine.

2.5 All information shall be handled within the Company 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.

2.6 The Company has put in place policies and procedures (hereinafter referred as Chinese Walls) to manage UPSI and prevent the inadvertence spread and misuse of UPSI. Chinese Walls are designed to curb on passing of UPSI. Employees, who are in possession of UPSI, have a responsibility to ensure that UPSI should not be shared or disclosed to any persons except their legal obligations. All non-public information directly / indirectly received by any employee should immediately be reported to the head of the department. Management shall ensure that appropriate policies, procedures and physical arrangements are implemented for the relevant businesses and that these are complied with by all affected employees. Local policies should address not only the maintenance of Chinese Walls and how these implemented and controlled but also procedures for crossing the wall. The establishment of Chinese Walls is not intended to suggest that within Insider Areas material, Confidential Information can circulate freely. Within Insider Areas, the'need-to-know' policy is fully in effect.

2.7 Confidential Information / UPSI shall be kept with adequate security.

3.0 Trading Plan

3.1 An insider shall be entitled, at his option, 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 with such plan.

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 the issuer of the securities and the second trading day after 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

3.2 The Compliance Officer shall review such trading plan to assess whether the plan would have any potential for violation for these regulations and shall be entitled to seek such express undertaking as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

3.3 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.

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

3.5 A notional window shall be as an instrument of monitoring trading by Designated Persons. The Compliance Officer should close trading window when he determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such securities to which such UPSI relates. During closure of notional window, Designated Persons and their immediate relatives shall not trade in securities when the trading window is closed.

4.0 Prevention of misuse of "Price Sensitive Information".

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

4.2Trading Window

4.2.1 The trading window shall be closed 7 days prior to UPSI is unpublished.

4.2.2 During closure of trading window, Designated Person shall not trade in the securities of the Company.

4.2.3 After taking into account various factors including UPSI in question becoming generally available and being capable of assimilation by the market, the Compliance Officer shall determine timing of re-opening of the trading window however in any event it shall be forty-eight hours after the information becomes generally available.

4.2.4 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.

4.2.5 All directors/officers/designated employees of the company shall conduct all their dealings in the securities of the company only when the trading window is open and shall not deal in any transaction involving the purchase or sale of the company's securities during the periods when trading window is closed or during any other period as may be specified by the Company from time to time.

5.0 Pre-clearance of trades

5.1 When the trading window is open, any Designated Person shall trade in Securities of the Company subject to pre-clearance by the Compliance Officer if the value of the proposed trades is above Rs. 10 crore. However, no Designated Person shall be entitled for pre-clearance of any proposed trade if such Designated Person is in possession of UPSI even if the trading window is not closed.

5.2 Designated person who proposes to execute trade in Securities of the Company shall submit an application duly filled and signed to the Compliance Officer. The format of application is annexed as Annexure "A".

5.3 Prior to approving any trades, the Compliance Officer shall seek declarations to the effect that the applicant for pre-clearance is not in

possession of any UPSI. He shall also have regard to whether any such declaration in reasonably capable of being rendered inaccurate.

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

5.5 The Compliance Officer shall approve / reject pre-clearance application within four days in Annexure "B".

5.6 Designated person shall execute pre-cleared trade within seven trading days from approval and shall report his trade details to Compliance Officer in Annexure "C" within two trading days from the trade. In case non-trading, Designated person shall report his decision of non-trading along with reasons to Compliance Officer in Annexure "C".

5.7 In case of failure in executing trade within seven trading days, Designated person shall be required to take fresh pre-clearance for the trades to be executed in Annexure "A".

5.8 Designated person who is permitted to trade shall not execute a contra trade within next six months from previous transaction. The Compliance Officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing without violating the Regulations. If 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 the Securities and Exchange Board of India for credit to the Investor Protection and Education Fund.

6.0 Code of Fair Disclosure

6.1 UPSI which will impact on price of Security shall be promptly disclosed to general public.

6.2 UPSI shall not be disseminated selectively but it should be disseminated uniformly and universally.

6.3 Compliance Officer shall be a chief investor relations officer to deal with disseminated of information and disclosure of UPSI.

6.4 The Company shall give appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.

6.5 The following practice shall be complied while meeting with analysts, institutional investors and other investor relations conferences :

6.5.1 No UPSI shall be shared with them and only information available in public domain shall be shared.

6.5.2 Any of the designated company official shall remain present during meeting with them.

6.5.3 Transcripts or records of proceedings of meeting with them shall be placed on website of the Company within 30 days from meeting.

6.6 All UPSI shall be handled on a need-to-know basis.

7.0 Disclosure by Certain Persons

7.1 Initial Disclosure

7.1.1 Every promoter, key managerial personnel, director, Designated Person of the Companyshall disclose his holding of securities as on May 15, 2015 to the Company within 30 days from May 15, 2015 in Annexure "D".

7.1.2 Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of Securities as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter.

7.2 Continual Disclosure

7.2.1 Every promoter, director and Designated Person of the 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 over any calendar quarter, aggregates to a traded value in excess of Rs. 10 lac.

7.2.2 The company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two working days of receipt of the disclosure or from becoming aware of such trading to the stock exchange on which the securities are listed within two working days of receipt of the disclosure or from becoming aware of such information.

7.3 Annual Disclosure

Every promoter, director and Designated Person of the Company Shall Disclose their holding of Securities on annual basis within 60 days from conclusion of every financial year of the Company.

8.0 Penalty for contravention of code of conduct

8.1 Any Designated Person who contravenes the Code of Conduct shall be penalized and shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension etc.

8.2 The Company shall promptly inform Securities and Exchange Board of India regarding any violation of the Code of Conduct.

8.3 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.

V. GENERAL

Employees are advised to pursue the Code and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, carefully and acquaint themselves with all the provisions contained therein. The Compliance Officer will be available for clarification / assistance that may be necessary.

Annexure "A"

Application cum Undertaking for Pre-clearance

Date :

To
The Compliance Officer
PNC Capital Trust Ltd.

Sub : Application for pre-dealing in securities of the Company

Dear Sir / Madam,

With reference to PNC Capital Trust Limited Code of Practices Procedure and Conduct to Regulate, Monitor and Report Trading by Insiders, I _____, _____(Designation & Dept.) of the Company, would like to purchase/sale _____equity shares of the Company as per details given below:

Sr. No.	**Particulars**	
1	No. of Securities held as on application date	
2	DP & Client ID / Folio No.	
3	No./Value of Securities to be purchased / sold	
4	Name of person who proposed to trade	

I hereby declare that I am not in possession of any UPSI.

In the event that I have access to or received any UPSI, after the signing of this application but before executing trade for which approval is sought, I shall inform the Compliance Officer about the same and shall completely refrain from dealing in the Securities until such UPSI becomes publicly available. Thereafter I will submit fresh application for executing a trade.

I also hereby declare that I have not contravened any provision of the Code of Conduct.

Further I undertake to submit report on trade within 2 days from date of execution of trade or submit a 'Nil' report if no trade was executed.

After approval, I shall execute a trade within 7 trading days from of the receipt of approval trade failing which I shall seek pre-clearance again.

Yours faithfully,

Signature : _____
(Name of the employee)

Annexure "B"

Approval / Rejection of Pre-Clearance

Date:

To,
Name:
Designation:

Dear Sir / Madam,

With reference to your Application cum Undertaking for Pre-clearance dated _____, we would like to inform you that your application to purchase / sale _____ equity shares of the Company is hereby approved / rejected. Now, you can execute your trade within 7 trading days i.e. _____. Further, you are required to submit a report your trade details within two trading days from trade. Or In case, no trade was executed, you are required to submit a 'Nil' report.

In case, you do not execute a trade before _____, you shall submit a fresh pre-clearance application before executing any transaction in the Securities of the Company.

Thanking You,

Yours faithfully,
For PNC Capital Trust Ltd.

Compliance Officer

Annexure "C"

Reporting of Trade / Transaction

To,
The Compliance Officer,
PNC Capital Trust Ltd.

Dear Sir / Madam,

According to approval of pre-clearance dated _____, I have executed a trade / transaction on _____(date). The detail of said trade / transaction is as under:

Name of holder	No. of Securities purchased / sold	Average Gross Price Per Securities (in Rs.)	DP ID & Client ID / Folio No.

Further I enclosed herewith copy of Contract Note for your ready reference.

I declare that the above information is correct and that no provision of the Code of Conduct has been violated while executing aforesaid trade / transaction.

I also declare that I have complied with the requirements of minimum period of 6 months for entering into an opposite transactions in respect of said Securities.

Or,

According to approval of pre-clearance dated _____, I have not executed a trade / transaction due to _____ (reason of non-trading).

I will take fresh pre-clearance for trades as and when I propose to trade in Securities of the Company.

Signature: _____
Name:
Designation:

Annexure "D"

Initial Disclosure of Securities

To,
The Compliance Officer,
PNC Capital Trust Ltd.

Sub: Initial Disclosure of Securities

Dear Sir / Madam,

Pursuant to PNC Capital Trust Ltd. Code of Practices Procedure and Conduct to Regulate, Monitor and Report Trading by Insiders, I,_____, _____(Designation & Dept.) of the Company hereby submit the following details of securities held in the Company as on May 15, 2015 being date of Regulations taking effect.

Name	**Relationship**	**DP & Client ID / Folio No.**	**No. of Share**
Self			
Other Relatives, relation-wise			

Date:

Signature:
Name:
Designation:

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