

SIGNET INDUSTRIES LIMITED

CODE OF CONDUCT FOR

PREVENTION OF INSIDER TRADING

PREAMBLE

The Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations. Every director, officer, designated employee of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. No director, officer, designated employee may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party. To achieve these objectives, Signet Industries Limited hereby notifies that this Code of conduct is to be followed by all Directors, officers, designated employees and connected persons.

DEFINITION

“**Board**” means Board of Directors of the Company M/s Signet Industries Limited.

“**Code**” means this Code of Conduct for Prevention of Insider Trading as applicable, including modifications made thereto from time-to-time.

“**Company**” means Signet Industries Limited.

“**Compliance Officer**” means Company Secretary of the Company or such other person as may be designated as a Compliance officer of the Company by the Board of Directors of the company from time to time.

“**Dealing in Securities**” means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the Securities of the Company either as principal or as an agent.

“**Designated Employee**” shall cover the following: -

- All Directors whether executive, non-executive or independent;
- Chief Executive Officer (CEO), Chief Financial Officer (CFO), Chief Internal Auditor (CIA), Chief Operating Officer (COO) and Company Secretary or any such equivalent position;

And

- Such other employees as may be designated by the Compliance Officer in consultation with the Managing Director or Chief Executive Officer of the Company considering the objectives of the Code from time to time.

“**Director**” means a member of the Board of Directors of the Company.

“**Dependent**” shall include the spouse, children and parents, who are financially dependent on the Specified Persons and such other family members of the Specified Persons as may be notified by him/her.

“**Employee**” means every employee of the Company.

“**Insider**” means any person who,

- (i) is or was connected with the company or is deemed to have been connected with the company and is reasonably expected to have access to unpublished price sensitive information in respect of securities of company, or
- (ii) has received or has had access to such unpublished price sensitive information.

“**Officer**” includes any Director, Manager or Secretary or any person in accordance with whose directions or instructions the Board of Directors of the Company or any one or more of the Directors is or are accustomed to act including an auditor.

“**Price Sensitive Information**” means any information which relates directly or indirectly to a company and which if published is likely to materially affect the price of securities of company.

Explanation:- The following shall be deemed to be price sensitive information:—

- (i) periodical financial results of the company;
- (ii) intended declaration of dividends (both interim and final);
- (iii) issue of securities or buy-back of securities;
- (iv) any major expansion plans or execution of new projects.
- (v) amalgamation, mergers or takeovers;
- (vi) disposal of the whole or substantial part of the undertaking;
- (vii) and significant changes in policies, plans or operations of the company;]

“**Specified persons**” - the directors, the officers, the designated employees and employees as defined herein are collectively referred to as specified persons.

“**Working Day**” shall mean the working day when the regular trading is permitted on the concerned stock exchange where the securities of the company are listed.

APPLICABILITY:

This Code of Conduct will be applicable to Specified Person.

PROHIBITION TO BUY / SELL SECURITIES OF THE COMPANY BY ANY CONNECTED PERSON, PERSON DEEMED TO BE A CONNECTED PERSON AND ANY INSIDER:

Specified Persons when in possession of any unpublished price sensitive information, as defined in the Regulations, pertaining to the Company, shall not:

- ♦ Buy / sell securities of the Company, either on their own behalf or on behalf of any other person.
- ♦ Communicate or counsel or procure any unpublished price sensitive information to / from any person.

Connected Person, Person deemed to be a connected person and any insider shall maintain the confidentiality of all price sensitive information. They should not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities.

Needless to state that it is a criminal offence to deal in the securities of the Company at any time when in possession of any unpublished price sensitive information and It is also an offence to pass on such information to someone else or to encourage someone else to deal in the securities while in possession of unpublished price sensitive information.

NEED TO KNOW

The Specified Persons, who are privy to unpublished PSI, shall handle the same strictly on a “Need to Know” basis. This means the unpublished PSI shall be disclosed only to those persons within the Company who need to know the same in the course of performance or discharge of their duty and whose possession of unpublished PSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

LIMITED ACCESS TO CONFIDENTIAL INFORMATION:

The Specified Persons shall preserve the confidential information, and to prevent its wrongful dissemination, adopt among others, the following safeguards:

- Files containing confidential information shall be kept secure.
- Computer files must have adequate security of login through a password.
- follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time-to-time in consultation with the person in charge of the information technology function.

TRADING WINDOW

Specified Person shall not buy / sell or deal in securities of the Company in any other manner during Closure of the „Trading Window“, i.e. the period during which trading in the securities of the Company is prohibited.

Unless otherwise specified by the Compliance Officer, the Trading Window for Dealing in Securities of the Company shall be closed for the following purposes-

- (a) declaration of financial results (quarterly and annual), stand alone and consolidated,
- (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, and
- (g) any significant changes in policies, plans or operations of the Company

In respect of declaration of financial results, the Trading Window shall remain closed for a period of 7 days prior to the date on which the quarterly or annual stand alone/ consolidated financial results, as the case may be, are declared or such higher period as may be decided by the Compliance officer of the Company.

As regards declaration of interim dividend and other matters referred to in (c) to (g) above, well before initiation of such activity/ project, the Compliance officer in consultation with other designated employee of the company shall decide the period of closure of trading window.

The Trading Window shall be opened 24 (Twenty-four) hours after the information referred to above is made public.

The 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 or dealing in any other manner in the securities of the Company during the period and purposes for which trading window is closed as prescribed earlier or any such period or purpose as prescribed by the compliance officer in consultation with the other designated employee of the Company.

PRE-CLEARANCE OF DEALS IN SECURITIES:**Applicability:**

Every Specified Person shall obtain a pre-dealing approval as per the procedure prescribed hereunder for any dealing in any Securities of the Company proposed to be undertaken by such Specified Person / his / her Dependent. Such pre-dealing approval would be necessary, only if the cumulative dealing in any financial year exceeds the least of the following:-

- Rs.2 lacs in value or
- 10000 shares or
- 1% of the total shareholding or voting rights

Pre-dealing Procedure: In order to obtain pre dealing approval concerned specified person shall undergo with following procedure:

Make an application in the prescribed form (Annexure 1) to the Compliance Officer.

Application should be complete and correct in all respect and application should be submitted along with prescribed form of undertaking (Annexure 2 attached)

Application for pre-dealing approval with enclosures must necessarily be sent through electronic mail at cspreeti@groupsignet.com followed by hard copies of all the documents.

Approval:

The Compliance Officer shall consider the application made as above and shall approve it forthwith preferably on the same working day but not later than the next working day unless he is of the opinion that grant of such an approval would result in a breach of the provisions of this Code, or the Regulations. Such approval/rejection would be conveyed through electronic mail and if no such approval / intimation of rejection is received within a period of 2 (two) working days, the applicant can presume that the approval is deemed to be given

Every approval letter shall be issued in such format (see Annexure 3) as may be prescribed by the Company from time-to- time. Every approval shall be dated and shall be valid for a period of 1 (one) week from the date of approval.

The Specified Person shall file within 2 (two) Working Days of the execution of the deal, the details of such deal, with the Compliance Officer in the prescribed form (see

Annexure 4). In case the transaction is not undertaken, a report to that effect shall be filed.

However, where the Specified Person is an Officer (Director, manager, secretary, etc.) and the said pre-cleared deal results in a change in the holding from the last disclosure by Rs. 5 lacs market value or 25,000 Securities or 1% of total shareholding/voting rights of the Company, whichever is lower, then in addition to filing the form as per Annexure 4, such Specified Person shall file, the details of such deal with the Compliance Officer and with the stock exchange where the Securities are listed, in the prescribed form (see Annexure 8).

If a deal is not executed by the concerned Specified Person / Dependent pursuant to the approval granted by the Compliance Officer within 1 (one) week, the Specified Person shall apply once again to the Compliance Officer for pre clearance of the transaction covered under the said approval

HOLDING PERIOD:

The Specified Persons shall not, within six months of buying or selling any number of Securities of the Company, enter into an opposite transaction i.e. sell or buy, as the case may be, any number of the Securities of the Company

All the Specified Persons shall hold their investments in Securities of the Company subscribed by them in the primary market (initial public offers) for a minimum period of 30 days in order to be considered as being held for investment purposes.

In case the sale of Securities of the Company is necessitated due to personal reasons or emergency situations, the holding period referred to above may be waived by the Compliance Officer after recording the reasons in this regard. It may however, be noted that in terms of the Regulations, no such sale will be permitted when the Trading Window is closed.

REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:

In addition to complying with the reporting requirements as prescribed under this Code, all the Specified Persons shall file with the Compliance Officer, inter alia, the following details of their/their Dependents' holdings and/or dealings in the Securities of the Company within 15 (fifteen) days of the date of adoption of the Code or date of joining the Company, whichever is later, and 31st March every year.

(a) all holdings in Securities of the Company as on in prescribed format (see Annexure 5); Additionally, all Officers (Directors, managers, etc) shall disclose to the Company in prescribed format (see Annexure 9) the number of Securities or voting rights of the

Company held and positions taken in derivatives in the Securities of the Company by them / their Dependents within 2 (two) Working Days of becoming an Officer of the Company

(b) a statement in such form and manner (see Annexure 6) to be submitted by the 15th of April and October every year giving details of all dealings in Securities of the Company during the preceding six months; and

(c) annual statements of all holdings in Company's Securities as on 31st March every year in such form and manner (see Annexure 7) as may be prescribed by the Compliance Officer from time-to-time.

The Compliance Officer shall maintain records of all the above declarations in an appropriate form for a minimum period of 3 (three) years from the date of the filing thereof.

PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT

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

The Specified Persons who violate this Code shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action including the termination of employment.

Action taken by the Company for violation of the Regulations and the Code against any Specified Person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/ rules/ regulations.

ANNEXURE 1

SPECIMEN OF APPLICATION FOR PRE - DEALING APPROVAL

Date: _____

To,
 The Compliance Officer
 Signet Industries Limited
 Survey no. 314/3, SDA Compound,
 LasudiaMori, Dewas Naka, Indore (M.P.) 452010

Office Use

Received
 Date:
 Time:

Dear Sir/Madam,

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

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 1992 and the Company's Code of Conduct for Prevention of Insider Trading, I seek approval for purchase/ sale/subscription of the _____ Securities (give description) of the Company as per the details given below:

NAME: _____

State whether

 Director Officer Designated Employee Dependent

Nature of transaction (Buy/ sell/ subscribe)	*Name of Proposed Buyer/ Seller	No. Of Securities	**Date of purchase / allotment	***Previous approval no. and date for purchase/ allotment)	DP/BEN ID of the account / folio no. where the securities will be credited/ debited	No. of Securities held in such Account /Folio No.

ANNEXURE 2

FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-DEALING

**To,
The Compliance Officer
Signet Industries Limited
Survey no. 314/3, SDA Compound,
Lasudia Mori, Dewas Naka, Indore (M.P.) 452010**

I,, resident of, hereby declare that I am Director/Employee of **Signet Industries Ltd.**

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information [as defined in the Company's Code of Conduct for Prevention of Insider Trading (the Code)] up to the time of signing this Undertaking.

In case I have access to or I receive any Price Sensitive Information after signing this Undertaking but before execution of the transaction, I shall inform the Compliance Officer of the change in my position and I would, and ensure that my Dependents would completely refrain from Dealing in the Securities of the Company till the time such Price Sensitive Information becomes public.

I declare that I have not contravened the Code as notified by the Company from time to time.

I undertake to submit the necessary report within four days of execution of the transaction/a „Nil“ report if the transaction is not undertaken.

I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.

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

(Signature of Applicant)

()

Name of the Applicant

ANNEXURE 3

FORMAT FOR PRE-DEALING APPROVAL LETTER

Date: _____

Approval No: __

To,

Mr./Mrs. _____

Designation: _____

PRE-DEALING APPROVAL/DISAPPROVAL -Your application dt _____

Dear Mr/Mrs.

With reference to your above application seeking approval for undertaking certain transactions in Securities of the Company detailed therein, please be informed that you are / your Dependent _____ is hereby authorised/not authorised to undertake the transaction(s) as detailed in your said application.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This approval letter is valid till _____ (i.e. for {1} week). If you / your Dependent _____ do(es) not execute the approved transaction /deal on or before this date you would have to seek fresh pre-dealing approval 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 two {2} Working Days from the date of transaction/deal. In case the transaction is not undertaken a "Nil" report shall be necessary.

Yours truly,

Compliance Officer

Encl: Format for submission of details of transaction

Annexure 4

FORMAT FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS
(To be submitted within 2 Working Days of transaction/Dealing in Securities of the Company)

To,
The Compliance Officer
Signet Industries Limited
Survey no. 314/3, SDA Compound,
Lasudia Mori, Dewas Naka, Indore (M.P.) 452010

Date:

Dear Sir,

DETAILS OF PRE-APPROVED TRANSACTION
Ref: Your Approval letter No. _____ dated _____

I hereby inform you that I/ my _____
 _ have not bought/sold/subscribed any Securities of the Company

_ have bought/sold/subscribed to the _____ Securities (give description) as mentioned below on _____ (insert date)

Name holder	of	** First or joint holder	No. of Securities dealt with	Bought / Sold/ Subscribed	DP ID/CLIENT ID (electronic form) or Folio no. for physical where the Sec. will be debited or credited	Price (Rs)

** "F" first holder "J" joint holder

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 (Three) years and produce to the Compliance Officer/SEBI any of the following documents:

1. Broker's contract note

2. Proof of payment to/from brokers
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction)

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

I agree not to buy/sell_ the Securities for a period of six months from the date of the aforesaid transaction (applicable in case of purchase / sale transaction by Specified Persons only).

I agree to hold the above Securities for a minimum period of 30 days from the date of allotment (applicable in case of subscription in the primary market [initial public offers] by Specified Persons only).

In case there is any urgent need to sell these Securities within the said period, I shall approach the Company (Compliance Officer) for necessary approval (applicable in case of purchase / subscription).

Yours truly,

Signature: _____

Name: _____

Emp No: _____

Dept/ Div. _____

- Strike out whichever is not applicable.

ANNEXURE 5

**FORMAT FOR DISCLOSURE OF PARTICULARS BY
DIRECTORS/ OFFICERS/ DESIGNATED EMPLOYEES**

Date: _____

To,
The Compliance Officer
Signet Industries Limited
Survey no. 314/3, SDA Compound,
Lasudia Mori, Dewas Naka, Indore (M.P.) 452010

Office Use

Received
 Date:
 Time:

Dear Sir,

My personal details are as under

Name of the Director/ Designated Employee/ Officer:

Department:

Date of Appointment:

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 1992 and the Company's Code of Conduct for Prevention of Insider Trading, I hereby declare that I have the following Dependent(s):

S.No	Name of the dependent	Relationship with Director/Officer/ Designated Employee

I hereby declare that I / my dependants

- do not hold any Securities as on date
- hold Securities _____ (give description) as per the details given below :

Name of holder *	**First or joint holder	Folio No. (physical form)	Holding	DP ID/CLIENT ID (electronic form)	Holding

*Include holdings where Director/ Officer / Designated Employee or dependant is a joint holder.

** Indicate "F" where the named holder is the first holder of the Securities and "J" where he/ she is the joint holder of the Securities.

I hereby undertake to inform the changes in the above details from time-to-time.

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

Signature: _____

Name: _____

Note: Please do not submit through electronic mail.

ANNEXURE 6**FORMAT OF HALF-YEARLY STATEMENT OF DEALINGS BY
DIRECTORS/OFFICERS/DESIGNATED EMPLOYEES AND THEIR
DEPENDANTS**

To,
The Compliance Officer
Signet Industries Limited
Survey no. 314/3, SDA Compound,
Lasudia Mori, Dewas Naka, Indore (M.P.) 452010

Date:

Dear Sir,

**STATEMENT OF DEALINGS IN SECURITIES OF THE COMPANY:
M/s Signet Industries Limited**

During_____, I along with my Dependents have undertaken the following transactions in the Securities of the Company.

Description of Security:

Name of Holder(s) with folio number / DP ID & Client ID	Nature of Transaction	Date of the Transaction	Number of Securities	Price at which Transaction undertaken	Holding post the Transaction

Yours truly,
Signature: _____

Name: _____

Dep./Div. _____

ANNEXURE 7
FORMAT OF ANNUAL STATEMENT OF HOLDINGS BY
DIRECTORS/OFFICERS/DESIGNATED EMPLOYEES AND THEIR
DEPENDANTS

To,
The Compliance Officer
Signet Industries Limited
Survey no. 314/3, SDA Compound,
Lasudia Mori, Dewas Naka, Indore (M.P.) 452010

Date:

Dear Sir,

STATEMENT OF SHAREHOLDINGS IN THE COMPANY:
Signet Industries Ltd

As on _____, I along with my Dependents hold the Securities of the Company, details whereof are as under:

Description of Security:

Name of Holder	Physical Holdings			Electronic Holdings		
	Folio No.		Total holdings	DP ID	Client ID	Total Holdings

Yours truly,

Signature: _____

Name: _____

Dep./Div. _____

ANNEXURE 9
FORMAT FOR DISCLOSURE OF PARTICULARS BY OFFICERS
(To be submitted within 2 Working Days of appointment as an Officer of the Company)

Name, PAN & Address of Director / Officer	Date of assuming office of Director/ Officer	No. & % of Securities / voting rights held at the time of becoming Director/ Officer	Date of intimation to company	Mode of acquisition (market purchase/ public/ rights/ preferential offer etc.)	Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value

Note: The above table shall be applicable with suitable modifications to disclosures for position taken in derivatives also.