

April 04,2019

METROPOLITAN STOCK EXCHANGE OF INDIA LIMITED  
VIBGYOR TOWER,4<sup>TH</sup> FLOOR,PLOT NO C 62, G- BLOCK  
OPP- TRIDENT HOTEL,BANDRA KURLA COMPLEX,BANDRA (E)  
MUMBAI-400098  
MEMBER ID-22501803

Dear Sir/Madam

Please find enclosed herewith copy of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information As revised, approved and adopted by the Board of Directors on 31st March, 2019 (effective from 1st April, 2019).

The same is for your information and record.

Thanking you,  
Yours sincerely

For DHAVAL EXPORTS LIMITED

*Ashish K. More*

Director

## DHAVAL EXPORTS LIMITED

### CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS

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**DHAVAL EXPORTS LIMITED**  
**CODE OF CONDUCT TO REGULATE, MONITOR AND**  
**REPORT TRADING BY DESIGNATED PERSONS**

As revised and approved by the Board of Directors on 31<sup>st</sup> March, 2019  
(effective from 1<sup>st</sup> April, 2019)

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**CHAPTER – I**

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**INTRODUCTION**

Insider trading means dealing in securities of a company listed/traded on any stock exchange in India based on, or when in possession of, unpublished price sensitive information.

With a view to govern the conduct of insiders on matters relating to insider trading, the Securities and Exchange Board of India (SEBI) had formulated Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, including amendments thereto (hereinafter referred to as the 'Regulations').

Sub-regulation (1) of Regulation 9 inter alia, requires all listed companies to frame a Code of Conduct for Regulating, Monitoring and Reporting of trading by Designated Persons and their immediate relatives (hereinafter will be collectively referred to as "Designated Persons") by adopting the minimum standards as set out in Schedule B to the Regulations.

Sub-regulation (1) of Regulation 8 requires all listed companies to formulate and publish on its website, Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information by adopting the minimum standards as set out in Schedule A to the Regulations.

DHAVAL EXPORTS LIMITED ("DEL") had formulated this Code of Conduct called the 'Code of Conduct to regulate, monitor and report trading by Insiders'. Pursuant to the amendments to the Regulations and in light of its impact on the compliance and disclosures pertaining to Prohibition of Insider Trading, this Policy has been amended by the Board of Directors of the Company and shall hereinafter be referred to as 'Code of Conduct to regulate, monitor and report trading by Designated Persons' ("Code"). Designated Persons of DEL are governed by the Code.

All the Designated Persons of DEL are advised to carefully go through and familiarize themselves with and adhere to the Regulations and the Code.

**1. THE POLICY AND OBLIGATIONS**

The Company endeavors to preserve the confidentiality of Unpublished Price Sensitive Information ("UPSI") 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 Designated Persons of the Company has a duty to safeguard the confidentiality of all such UPSI obtained in the course of his or her work at the Company. No Designated Person 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, Dhaval Exports Ltd. (herein after referred to as "the Company") hereby notifies that this code of conduct is to be followed by all Designated Persons.

## 2. APPLICABILITY

This Code shall apply to all Designated Persons of DHAVAL EXPORTS LIMITED and their immediate relatives.

## 3. DEFINITIONS

“Act” means the Securities and Exchange Board of India Act, 1992 (15 of 1992)(including any amendment or re-enactment thereof);

“Body corporate” means a body corporate as defined under the Companies Act

“Company” or “the Company” means DHAVAL EXPORTS LIMITED

“Compliance Officer” means the Company Secretary of the Company

“Designated Person” shall mean and include:

- a. All promoters of the Company and all persons falling within the definition of “Promoter Group”;
- b. All Directors of the Company
- c. Chief Executive Officer of the Company and employees upto two level below the Chief Executive Officer irrespective of their functional role in the Company or ability to have access to unpublished price sensitive information;
- d. employees and Connected Persons, designated by the Board of Directors in consultation with the Compliance Officer, on the basis of their functional role in the Company or ability to have access to unpublished price sensitive information; and
- e. Employees of material subsidiaries of the Company, if any, designated by their board of directors, on the basis of their functional role or ability to have access to unpublished price sensitive information.
- f. All Employees working in the Secretarial Department, and Personal Secretaries, if any, of any of the above Designated Persons.

“Generally available information” means information that is accessible to the public on a non-discriminatory basis

“Immediate relative” shall means a spouse of a person and includes parents, sibling, child of such person or of the spouse, any one of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities

“Insider trading” means—

- (i) an act of subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell or deal in any securities by any director or key managerial personnel or any other officer of a company either as principal or agent if such director or key managerial personnel or any other officer of the company is reasonably expected to have access to any non-public price sensitive information in respect of securities of company; or
- (ii) an act of counselling about procuring or communicating directly or indirectly any non-public price-sensitive information to any person;

“Prohibited Period” means;

- a. Period as defined in clause 8.1 of this code
- b. Such other period as may be specified by the Compliance Officer from time to time in consultation with the Chairman & Managing Director or Whole-time Director

**"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.

**"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.

**"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, de-listings, disposals and expansion of business and such other transactions.
- (v) changes in key managerial personnel;

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

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

**"Trading Window"** shall have the meaning ascribed thereto in clause 8 of the Code

**"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;

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 2015, 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.

## CHAPTER – II

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### CONFIDENTIALITY OF UNPUBLISHED PRICE SENSITIVE INFORMATION

#### 4. COMPLIANCE OFFICER

The Company has appointed the Company Secretary as Compliance Officer who shall report to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee or to the Chairman of the Board of Directors or Whole-time Director at such frequency as may be stipulated by the Board but not less than once in a year. In the absence of the designated/appointed Compliance Officer, the Chairman or Whole-time Director shall be authorised to appoint a person to act as the Compliance Officer in the period of absence.

##### 4.1. Duties of Compliance Officer:

- 4.1.1. He shall in consultation with the Board of Directors of the Company maintain a record of Designated Persons and any changes made to the list of Designated Persons.
- 4.1.2. He may in consultation with the Chairman & Managing Director or Whole-time Director and shall as directed by the Board, specify Prohibited Period from time to time and immediately make an announcement thereof.
- 4.1.3. He shall maintain a record of Prohibited Period specified from time to time.
- 4.1.4. He shall maintain records of all the declarations submitted in the appropriate form given by the Designated Persons for a minimum period of three years. The declarations may be taken and preserved in either physical form or electronic form.
- 4.1.5. He shall place before the Chairman / Managing Director or Whole-time Director, at regular intervals, all the details of the dealing in the securities by Designated Persons of the company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in these rules.
- 4.1.6. He shall assist all the Designated Persons in addressing any clarifications regarding SEBI (Prohibition of Insider Trading) Regulation, 2015, including any amendments thereto and the Company's code of conduct.
- 4.1.7. He shall be responsible for overseeing and co-ordinating disclosure of price sensitive information to Stock Exchanges, analysts, shareholders and media and educating staff on disclosure policies and procedure and report to the Chairman/ Managing Director or Whole-time Director.
- 4.1.8. He shall ensure that prohibited period is intimated to all concerned at least 48 hours before the commencement of the said period.

#### 5. CHINESE WALL FOR PRESERVATION OF "UNPUBLISHED PRICE SENSITIVE INFORMATION"

The Company has a process for how and when people are brought 'inside' on sensitive transactions. Individuals are made aware of their duties and responsibilities attached to the receipt of Unpublished Price Sensitive Information and the liability that is attached to misuse or unwarranted use of such information.

Designated Persons shall maintain the confidentiality of all Unpublished Price Sensitive Information. Designated Persons shall not pass on such information to any person directly or indirectly by way of

making a recommendation for the purchase or sale of securities. To prevent misuse of confidential information, the Company has put in place Chinese Walls procedures which separate persons working in those areas which routinely provide them access to confidential / UPS information, considered "inside areas" from those who deal with purchase, sale, marketing or other departments providing support services, considered "public areas". Following practices are being followed in this regard-

**5.1. Need to Know**

Unpublished Price Sensitive Information is to be handled on a "need to know" basis, i.e., Price Sensitive Information should be disclosed only to those within the company who need the information for legitimate purposes, performance of duties or discharge of his legal obligations and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of information. All non-public information directly received by any employee should immediately be reported to the head of the department. 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.

**5.2. Limited access to confidential information**

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc. Files containing confidential information should be deleted / destroyed after its use.

5.3. The employees in the inside area shall not communicate any Unpublished Price Sensitive Information to anyone in public area.

**6. PROHIBITION ON COMMUNICATING OR COUNSELING OR PROCURING UNPUBLISHED PRICE SENSITIVE INFORMATION:**

The Designated Person shall not communicate, provide, or allow access to any unpublished price sensitive information, relating to the company or its securities, 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 Designated Person shall procure from or cause the communication by any other Designated Person of unpublished price sensitive information, relating to the Company or its securities, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- 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 sharing of information is in the best interests of the Company; or
- not attracting 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 sharing of 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.

However, 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 limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

**CHAPTER – III**



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## **TRADING RESTRICTION & PREVENTION OF MISUSE OF "UNPUBLISHED PRICE SENSITIVE INFORMATION"**

No Designated Person and their Immediate Relatives shall trade in securities of the Company when in Possession of Unpublished Price Sensitive Information.

Subject to the above, all Designated Persons of the Company including their immediate relatives shall be subject to trading restriction as enumerated below:

### **7. TRADING PLAN**

Designated Person 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.

#### **7.1. Trading Plan shall:**

- 7.1.1. not entail commencement of trading on behalf of the Designated Person earlier than six months from the public disclosure of the plan;
- 7.1.2. 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;
- 7.1.3. entail trading for a period of not less than twelve months;
- 7.1.4. not entail overlap of any period for which another trading plan is already in existence;
- 7.1.5. 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
- 7.1.6. not entail trading in securities for market abuse.

7.2. 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. Further, pre-clearance of trades shall not be required for a trades executed as per an approved trading plan. Furthermore, trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

7.3. The Trading Plan once approved shall be irrevocable and the Designated Persons 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 Designated Person 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.

7.4. 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 WINDOW

- 8.1. The period prior to declaration of Unpublished price sensitive information is particularly sensitive for transaction in the Company's securities. This sensitivity is due to the fact that the Designated Persons will, during that period, often possess unpublished price sensitive information

The Designated Persons of the Company and their immediate relatives shall not trade in the company's securities when the trading window is closed. The period during which the trading window is closed shall be termed as Prohibited Period. The intimation of closure shall be made through email and/ or through the website of the Company. 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.

- 8.2. 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. Financial results
  - b. dividends
  - c. change in capital structure
  - d. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions
  - e. changes in Key Managerial Personnel

- 8.3. In respect of declaration of financial results, the Trading Window shall be closed at least 7 days prior to the date of Board Meeting wherein the quarterly or annual consolidated financial results, as the case may be, are declared.

The closure of Trading Window for purposes other than declaration of financial results and for which a specific notice/intimation is required to be given to stock exchange shall commence from the date on which intimation of the date of Board meeting for consideration of any such Price Sensitive Information is given to Stock Exchange.

However, if the circumstances so warrant, the time for closing the Trading Window may be increased or decreased by the Compliance Officer with the approval of Chairman /Managing Director or Whole-time Director.

- 8.4. The timing for re-opening of the trading window for the information referred in 8.2 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 after the information becomes generally available.
- 8.5. All Designated Persons of the company shall conduct all their dealings in the securities of the Company only during the valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the prohibited periods or during any other period as may be specified by the Company from time to time.
- 8.6. In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.

## 9. PRE-CLEARANCE OF TRADES

9.1. All Designated Persons of the Company and their immediate relatives who intend to deal in the securities of the company in excess of Rupees 10,00,000 whether in one or a series of transactions over any calendar quarter shall require prior clearance from the Compliance Officer.

9.2. The Pre-Clearance shall be obtained as per the procedure prescribed below:

9.2.1. An application is to be made to the Compliance Officer as per the enclosed format (Form -I) indicating the estimate number of securities that the director/ designated person/ intends to deal in, the details of securities held in physical form as to folio no., the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the Company in this regard.

9.2.2. Each Designated person shall execute in favour of the Company an undertaking in the enclosed pro-forma (Form -I) for getting the trades cleared.

The Compliance Officer shall on receiving an application provide the Designated Person with an acknowledgement on the duplicate of the application.

The Compliance Officer shall grant approval within 2 working days from the date of acknowledgement

The Compliance Officer shall retain copies of all applications and acknowledgements. In exceptional circumstances consent may not be given if the Compliance Officer is of the opinion that the proposed deal is on the basis of possession of any unpublished Price Sensitive Information. There shall be no obligation to give reasons for any withholding of consent.

If so requested by the Compliance Officer, Designated Person must ensure that his stock broker is authorised to disclose to the Company all matters relevant to his share dealings.

9.3. The Designated Persons and their immediate relatives shall execute their transactions within one week after the pre-clearance failing which they have to pre-clear the transactions again.

9.4. Trading by Portfolio Managers

This Code is also applicable to Designated Persons who engage Portfolio Managers to trade in shares and hence such Designated Persons are expected to take due precaution while trading in securities through Portfolio Managers by:

9.4.1. Informing Portfolio Managers about closure of trading window.

9.4.2. Ensuring to seek pre-clearance, wherever applicable, when the Portfolio Manager proposes to trade in DEL's shares exceeding threshold limit and also make continual disclosures, wherever applicable, as provided in this Code.

9.4.3. Ensuring that the portfolio manager abides by the requirement of minimum holding period as provided in this Code and not do contra trade as provided in this Code.

9.4.4. Prohibiting the Portfolio manager to trade in securities of the Company at his own discretion or when the Designated Persons is in possession of UPSI.

Despite the above, if any trading is done by portfolio managers, it will be treated as trading done by the Designated Persons, and therefore such Designated Person will be held responsible for any such non-compliance and subject to such penalties as specified in this Code.

#### **10. MINIMUM PERIOD FOR HOLDING OF SECURITIES**

- 10.1. All Designated Persons and their immediate relatives who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time.
- 10.2. The Compliance Officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations
- 10.3. If a 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 Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.
- 10.4. Contra Trade restrictions will not be applicable for trades pursuant to exercise of stock options.

## CHAPTER – IV

### REPORTING AND DISCLOSURE REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

#### 11. DISCLOSURE OF PERSONAL INFORMATION:

- 11.1. All Designated Persons shall be required to disclose the names and Permanent Account Number or any other Identifier of the following persons on an Annual Basis:
- (a) Immediate Relatives
  - (b) Persons with whom the Designated Person shares a material financial relationship
  - (c) Phone Mobile/Cell numbers of such persons.
- 11.2. All Designated Person shall within 30 days of the adoption of this code disclose the names of the educational institution from which they have graduated and names of their past employers.
- 11.3. For the purpose of this clause, "Material financial relationship" shall mean a relationship in which one person is recipient of any kind of payment such as by way of loan or gift during immediately preceding twelve months, equivalent to at least 25% of Designated Person's annual income. However, relationships based on arm's length transactions shall not be considered.

#### 12. REPORTING REQUIREMENTS FOR TRANSACTION IN SECURITIES

- 12.1. All Designated Persons shall forward to the Compliance Officer following details of their securities transactions including the statement of their immediate relatives:
- (a) All Trades executed/not executed after obtaining pre-clearance and reasons thereof, if any, in Form-II.
  - (b) Annual statement of all holdings in securities of the Company and annual disclosure of other information in Form -III within 15 days.
- 12.2. Every person on appointment as a key managerial personnel or a director or upon becoming a Promoter of the Company shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter.
- 12.3. Every promoter, employee and director of every 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 ten lakh rupees or such other amount as may be prescribed by SEBI from time to time.
- 12.4. The Compliance Officer shall maintain records of all the declarations/ undertakings/ forms as mentioned in this Code, as received from time to time, for a period of five years.

#### 13. DISCLOSURE BY COMPANY TO STOCK EXCHANGE

Pursuant to Regulation 7(2)(b) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, within 2 working days of the receipt of the information under Clause 12.3 above, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

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

- 14.1. No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.
- 14.2. Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors.
- 14.3. The following guidelines shall be followed while dealing with analysts and institutional investors:-
  - 14.3.1. Only public information to be provided.
  - 14.3.2. At least 2 (two) Company representatives be present at meetings with analysts, media persons and institutional investors.
  - 14.3.3. 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.
  - 14.3.4. Simultaneous release of information after every such meet.

The Company is required to frame a Code of practices and procedures for Fair Disclosure of Unpublished price sensitive information and the same is appended hereto.

## CHAPTER – V

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### MISCELLANEOUS

#### 15. INTERNAL CONTROL

The Company has put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading and the Audit Committee of the Company is entrusted with responsibility to verify that the systems for internal control are adequate and are operating effectively

#### 16. PENALTY FOR BREACH OF CODE OF CONDUCT

- 16.1. The Designated Persons who violate the code of conduct shall be subject to disciplinary action by the Company that may include wage freeze, suspension, recovery and clawback etc. and shall be ineligible for future participation in Employees Stock Option Plan (ESOP).
- 16.2. In case the Company observes that there has been a violation of these regulations, they shall inform the Board promptly
- 16.3. The action by the Company shall not preclude SEBI or other Regulatory authorities from taking any action against those who are found guilty of Insider trading.
- 16.4. If any person enters into Insider Trading, he shall be punishable with imprisonment for a term which may extend to ten years or with penalty which shall not be less than ten lakh rupees but which may extend to twenty-five crore rupees or three times the amount of profits made out of insider trading, whichever is higher, or with both .

#### 17. INFORMATION TO SEBI IN CASE OF VIOLATION OF THE SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

In case it is observed by the Company and / or Compliance Officer that there has been a violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI must be informed by the Company.

THIS POLICY IS ONLY INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. IT WILL BE THE RESPONSIBILITY OF EACH DESIGNATED PERSON TO ENSURE COMPLIANCE OF SEBI GUIDELINES AND OTHER RELATED STATUTES FULLY.

# FORM I

DHAVAL EXPORTS LIMITED

## PRE-CLEARANCE OF TRADES

(Under DEL's Code of Conduct for Regulating, Monitoring and Reporting of trading by Designated Persons)

**The Compliance Officer**  
DHAVAL EXPORTS LIMITED  
P-9, Shibtolla Street, 4th Floor,  
Kolkata - 700 007

<b>Internal use</b>
Recd date and time:
Sign:

### SUB: APPLICATION FOR TRADING IN SHARES OF THE COMPANY AND UNDERTAKING

Dear Sir,

I, \_\_\_\_\_, a Designated Person/ Director of the Company, propose to trade in the Shares of the Company as per details hereunder:

Name of person proposing to trade in shares of the Company and relationship with Designated Person/ Director:	
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No. of Shares of the Company held by the person as on date of the application: \_\_\_\_\_

Sr. No.	Physical Form	Demat Form		No. of shares Presently held
	Folio No.	DPID	Client ID	

Particulars of proposed transaction in Shares of the Company:

Number of Shares held in the Company (A)	Number of Shares of the Company proposed to be Sold (B)	Number of Shares of the Company proposed to be acquired (C)	Balance holding (A) +(C)/ (A) -(B)

Name of Depository:	
DP ID No.:	Client ID No.:



Number of Shares of the Company that would be held by the person after this application (if approval granted):	
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**I confirm that:**

- i) I shall execute the trade of Shares within 7 days of your approval failing which we shall apply again to you for your approval. I shall submit a 'NIL' report if the transaction is not undertaken.
- ii) I shall hold Shares of the Company for a minimum period of 30 days from the date of acquisition.

**I hereby undertake and confirm that,**

- 1) Neither me nor my immediate relatives have any access to or have received "Unpublished Price Sensitive Information" up to the time of signing this undertaking
- 2) In case I or my immediate relatives have access to or have received " Unpublished Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction I will inform the Compliance officer of the change in my position and that I and my immediate relatives would completely refrain from dealing in the securities of the Company till the time such information becomes public.
- 3) I have not contravened the prevailing Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons.
- 4) I have made a full and true disclosure in this matter.

We further confirm that the aforesaid facts are true and correct and shall be fully responsible for any wrongful acts done by me or my relatives including such penalties as may be imposed by the Company.

You are requested to provide the pre-clearance of trade for the above transaction.

Thanking you,

Yours sincerely,

Place:

Signature:

Date:

Name :  
 Designation :  
 & Department

E-Mail ID for Communication of Approval:

## FORM II

### FORMAT FOR DISCLOSURE OF TRADES EXECUTED/NOT EXECUTED AFTER OBTAINING PRE-CLEARANCE

(Under DEL's Code of Conduct for Regulating, Monitoring and Reporting of trading by Designated Persons)

[Clause 12.1 (a) of : Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons]

(Fill either PART-A or PART B as applicable)

#### PART-A

#### Reporting of Trades executed after obtaining pre-clearance

Date:

**The Compliance Officer**  
DHAVAL EXPORTS LIMITED  
P-9, Shibtolla Street, 4th Floor,  
Kolkata – 700 007

I, \_\_\_\_\_, a Designated Person/ Director of the Company, hereby declare that with reference to pre-clearance of trade approved granted by the Company on \_\_\_\_\_, I hereby inform that I have bought/sold/subscribed to the equity shares of the Company as mentioned below within one week from the date of pre-clearance obtained.

Name of the Holder	No. of Securities	Brought/sold/subscribed	Price (Rs.)

Yours truly,

(Signature of the Designated Person)

(Name of the Designated Person)

**PART-B**

**Reporting of Trades not executed after obtaining pre-clearance and reasons thereof**

**Date:**

**The Compliance Officer**  
DHAVAL EXPORTS LIMITED  
P-9, Shibtolla Street, 4th Floor,  
Kolkata – 700 007

I, \_\_\_\_\_, a Designated Person/ Director of the Company, hereby declare that with reference to pre-clearance of trade approved granted by the Company on \_\_\_\_\_, I hereby inform that I have not bought/sold/subscribed for \_\_\_\_\_ equity shares of the Company within one week from the date of pre-clearance obtained due to \_\_\_\_\_ (mention the reason).

Yours truly,

(Signature of the Designated Person)

(Name of the Designated Person)

## FORM III

### ANNUAL DISCLOSURE OF SHAREHOLDING & OTHER INFORMATION

(Under DEL's Code of Conduct for Regulating, Monitoring and Reporting of trading by Designated Persons)

**The Compliance Officer**  
DHAVAL EXPORTS LIMITED  
P-9, Shibtolla Street, 4th Floor,  
Kolkata - 700 007

#### 1. Annual Disclosure of Shareholding

Following are the details of shares held by me and my Immediate Relatives as on 31st March, 20.....

Name	Relationship	No. of Shares held in the Company as on 31st March ____	Other Details such as Folio / DP Id / Client Id
	Self		
Immediate Relatives;			
1.			
2.			
3.			

I/ We declare that the shares sold have been held by me / us for 30 days.

#### 2. Annual Disclosure in respect Immediate Relatives & Material Financial Persons

Name	Relationship	PAN	Phone nos.	Mobile nos.

*\*Material Financial Person shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions*

#### 3. Other Disclosure (To be disclosed on one time basis)

- a. Names of Educational Institutions ( please provide if not provided earlier)

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**b. Name of Past Employers Graduated (latest one first)( please provide if not provided earlier)**


I/ We further declare that the above disclosure is true and correct and is in accordance with the previous disclosures given to the Company.

Signature :

Name :

Designation :

Department :

Date :

E-Mail ID for communication :

## **DHAVAL EXPORTS LIMITED**

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

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**As revised, approved and adopted by the Board of Directors on 31<sup>st</sup> March, 2019 (effective from 1<sup>st</sup> April, 2019)**

#### **Corporate Disclosure Policy**

This Code has been framed in pursuance to the regulation contained in sub-regulation(1) of Regulation 8 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015, including amendments thereto (hereinafter referred to as 'Insider Trading Regulations') and the purpose of this code is to ensure timely and adequate disclosure of Unpublished Price Sensitive Information.

#### **Objective of the Code of Fair Disclosures**

DHAVAL EXPORTS LIMITED ("DEL") has formulated this Code called 'DEL's Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information' to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the company's securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in 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.

#### **Definitions**

'**Compliance Officer**' for the purpose of these regulations means the Company Secretary of the Company. In absence of the Company Secretary the Board of Directors may authorize such other officer of the Company to discharge the duties of Compliance Officer under the regulations.

'**Chief Investors Relations Officer**' means Compliance Officer of the Company.

"**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, delistings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and

The company will adhere to the following so as to ensure fair disclosure of events, occurrence and Unpublished price sensitive information that could impact price of its securities in the market:

1. **Prompt public disclosure of Unpublished price sensitive information**

Unpublished Price Sensitive Information shall be given to the Stock Exchanges and disseminated promptly on a continuous basis.

2. **Uniform and Universal dissemination of unpublished price sensitive information**

The disclosure of unpublished price sensitive information shall be on a continuous, immediate, uniform basis and will be universally disseminated. The company may consider others ways of supplementing information released to stock exchanges by improving Investor access to their public announcements.

3. **Overseeing and Co-ordinating disclosure**

3.1 The Chief Investor Relations Officer, for the purpose of these regulations, shall oversee corporate disclosures and deal with dissemination of information and disclosure of unpublished price sensitive information. The Compliance Officer (i.e Company Secretary) of the Company is designated as the Chief Investor Relations Officer and he shall be responsible for ensuring that the Company complies with the continuous disclosure requirements and dissemination of information. He shall also be responsible for overseeing & co-ordinating disclosure of Unpublished Price Sensitive Information to stock exchanges, analysts, shareholders and media.

3.2 Information disclosure/dissemination may normally be approved by the Compliance Officer.

3.3 If information is accidentally disclosed without the prior approval of Compliance Officer, the person responsible shall inform the Compliance Officer immediately.

4. **Process of disseminating information in order to make the unpublished price sensitive information generally available**

Prompt disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination. The Company shall ensure that disclosure to stock exchanges is made promptly.

5. **Procedures for Appropriate and fair responding to any Query on news reports and requests for verification of Market rumours by regulatory authorities**

5.1 Replies to all queries or requests for verification of market rumours shall be sent only after obtaining the approval of the Chairman or the Managing Director or the Whole-time Director.

5.2 Such replies shall be signed by the Compliance Officer. In his absence, such replies shall be signed by such other officer/ person as may have been authorized.

5.3 The Compliance Officer shall oversee corporate disclosure. He shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

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

The Company should follow the guidelines given hereunder while dealing with Analysts and research personnel.

- 6.1 Only Public information is to be provided to such Analysts/Research person and Institutional Investors or any information given to Analysts/Research Person should be simultaneously made public at the earliest.
- 6.2 In order to avoid mis-quoting or mis-representing it is desired that two Company representatives be present at the meeting with Analysts and Institutional Investors and the discussion should preferably be recorded.
- 6.3 Company should be careful while dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response should be furnished later. If the answer includes price sensitive information, a public announcement should be made before responding.
- 6.4 Whenever the Company proposes to organise meetings with investment analysts/ institutional investors, the Company shall make a press release or post relevant information on its website after every such meeting. The Company may also consider live webcasting of analyst meets.

#### **7. Unpublished price sensitive information on Need-to-Know basis**

- 7.1 Unpublished Price Sensitive Information shall be handled on a "need to know" basis i.e. unpublished Price Sensitive Information shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. 'Legitimate purposes' shall be determined on the basis of the policy for determination of "legitimate purposes" formulated by the Board of Directors of the Company and forming a part of this Code as Annexure 'A'.
- 7.2 The Company shall disseminate all Price Sensitive Information on a continuous and in a timely manner to stock exchanges where its Securities are listed and thereafter to the press.
- 7.3 As a good corporate practice, the Price Sensitive Information disclosed to the Stock Exchanges and to the Press may also be supplemented by prompt updates on the Company's website. The Company may also consider other modes of public disclosure of Price Sensitive Information so as to improve investor access to the same.
- 7.4 The information filed by the Company with the Stock Exchanges under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 may also be posted on the Company's website.

#### **8. Timely reporting of Shareholdings / Ownership and changes in Ownership**

The Compliance Officer shall be responsible for ensuring that disclosures of shareholdings/ ownership of major shareholders and disclosure of changes in ownership as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any rules/regulations made under the Securities & Exchange Board of India Act, 1992 are made in a timely and adequate manner.



## **POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES**

*[Pursuant to Regulation 3 (2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018]*

**As approved and adopted by the Board of Directors on 31.03.2019**

### **1. PREFACE**

This Policy, as a part of Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015 (PIT Regulations), will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as "Policy".

This Policy is prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

### **2. OBJECTIVE**

The objective of this policy is to identify Legitimate Purposes for performance of duties or discharge of legal obligations, which will be considered as exceptions for the purpose of procuring unpublished price sensitive information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any.

### **3. MEANING OF LEGITIMATE PURPOSE**

Legitimate Purpose shall comprise all purposes which are in the best interest of the Company provided that sharing of UPSI is not being carried out to evade or circumvent the prohibitions of these regulations and shall include the following;

- (i) Sharing of UPSI in the ordinary course of business by any Insider, Designated Person, or by any authorized person with any of the following, whether existing or proposed-
  - a. Promoters of the Company
  - b. Partners of the Audit firm, who is appointed for Statutory Audit or for Internal Audit
  - c. Staff Members of the Audit firm conducting the Audit
  - d. Collaborators
  - e. Lenders
  - f. Customers
  - g. Suppliers
  - h. Bankers
  - i. Merchant Bankers
  - j. Legal Advisors
  - k. Insolvency Professionals

l. Advisors or Consultants

m. Any other person with whom UPSI is shared;

- (ii) Sharing of UPSI for fulfilment of any statutory obligation or in compliance with applicable laws and regulations;
- (iii) Sharing of UPSI for availing/renewal of any financial facility and/or compliance with requirements set forth in any credit facility or other agreement evidencing Indebtedness or otherwise required by financing sources thereof;
- (iv) Sharing of UPSI for due diligence relating to acquisition/ takeover/ merger/ demerger or any other similar arrangement/ restructuring of the Company or its division/ brand/ products, etc.;
- (v) Sharing of UPSI for fulfilment of a pre-existing obligation;
- (vi) Sharing of UPSI where such communication is in furtherance of performance of duty (ies);
- (vii) Sharing of UPSI for discharge of legal obligation(s);
- (viii) Sharing of UPSI for any other genuine or reasonable purpose as may be determine by the Board of Directors/ CEO of the Company.
- (ix) Sharing of UPSI for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

However, other provisions / restrictions as prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other law for the time being in force in this behalf, as may be amended from time to time, shall be observed.

#### **4. REVIEW AND CHANGES TO THIS POLICY**

The Board may amend this Policy from time to time (if required) to incorporate any subsequent amendment(s) / modification(s) brought in by SEBI with respect to matters covered under this Policy or even otherwise.