

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

1. Definitions

- 1.1. **“Act”** means the Securities and Exchange Board of India Act, 1992.
- 1.2. **“Board”** Means the Board of Directors of the Company.
- 1.3. **“Code”** or **“Code of Conduct”** shall mean this Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders in the scrip of the Company, as amended from time to time.
- 1.4. **“Company”** Means Pradeep Metals Limited.
- 1.5. **“Compliance Officer”** means such officer appointed as the Compliance Officer by the Board 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board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 Company.
- 1.6. **“Connected Person”** shall have the meaning ascribed to it under the Regulations.
- 1.7. **“Designated Persons”** shall include:
 - i) Directors of the Company;
 - ii) Promoters of the Company;
 - iii) Chief Executive Officer and employees up to two levels below Chief Executive Officer, of the Company and its material subsidiaries;
 - iv) every employee of the Company and its material subsidiaries in the grade of General Managers and Above;
 - v) every employee of the Company and its material subsidiaries in the finance, accounts, secretarial and Legal department as may be determined and informed by the Compliance Officer; and
 - vi) Any other employee including support staff such as IT staff and secretarial staff who have access to UPSI as may be determined and informed by the Compliance Officer from time to time in consultation with the Board.
- 1.8. **“Director”** means a member of the Board of Directors of the Company.
- 1.9. **“Employee”** means every employee of the Company including the Directors in the employment of the Company.
- 1.10. **“Generally Available Information”** means information that is accessible to the public on a nondiscriminatory basis.
- 1.11. **“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

- 1.12. **“Insider”** means any person who,
- i) is a connected person; or
 - ii) in possession of or having access to Unpublished Price Sensitive Information.
- 1.13. **“Key Managerial Person”** means person as defined in Section 2(51) of the Companies Act, 2013.
- 1.14. **“Legitimate Purpose”** shall include sharing of Unpublished Price Sensitive Information in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.
- 1.15. **“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.
- 1.16. **“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;
- 1.17. **“Trading”** means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be constructed accordingly
- 1.18. **“Trading Day”** means a day on which the recognized stock Exchanges are open for trading;
- 1.19. **“Unpublished Price Sensitive Information”** or **“UPSI”** means any information, relating to the Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to , information relating to the following:
- i) financial results;
 - ii) dividends;
 - iii) change in capital structure;
 - iv) mergers, de-mergers, acquisitions, delisting’s, disposals and expansion of business and such other transactions; and
 - v) changes in key managerial personnel;
- 1.20. **“Regulations”** shall mean the Securities & Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 and any amendments thereto.

Words and expressions used and not defined hereinabove shall have the meanings given to them under the Regulations.

1.0 Compliance Officer

- 1.1** The Company has appointed the Company Secretary as Compliance Officer for this purpose.
- 1.2** The Compliance Officer will report to the Board of Directors of the Company in respect of the matters covered under this Code of Conduct.

- 1.3 The Compliance Officer shall be responsible, under the overall supervision of the Board of Directors of the Company, for the following:
 - 1.3.1 setting forth policies, procedures, monitoring adherence to the rules for the preservation of “Unpublished Price Sensitive Information”.
 - 1.3.2 Pre-Clearing trades of the Designated Persons and their immediate relatives in respect of the Securities.
 - 1.3.3 Monitoring of trades.
 - 1.3.4 Implementation of the Code of Conduct.
 - 1.3.5 provide reports to the Chairman of the Audit Committee at such frequency as may be stipulated by Board of Directors.
- 1.4 The Compliance Officer shall maintain the records of the Designated Persons and Immediate Relatives and any changes therein.
- 1.5 The Compliance Officer shall assist all the employees in addressing any clarification in this regard.

2.0 Prevention / Preservation of “Unpublished Price Sensitive Information”

- 2.1 No Designated Person and their immediate relatives or any Insider shall communicate, provide, or allow access to any Unpublished Price Sensitive Information to any person except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations or otherwise as provided under the Regulations. All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 2.2 No Designated Person and their immediate relatives or any Insider shall procure from or cause the communication of Unpublished Price Sensitive Information except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations or otherwise as provided under the Regulations.
- 2.3 Subject to the provisions of the Regulations, no Designated Person and their immediate relative/Insider shall trade in the Securities when in possession of Unpublished Price Sensitive Information.
- 2.4 The Company has established policies, procedures and arrangements including earmarked areas (collectively “**Chinese Walls**”) designed to manage confidential information and prevent the inadvertent spread and misuse of Unpublished Price Sensitive Information. In general, Chinese Walls separate areas that have access to Unpublished Price Sensitive Information (“**Sensitive Areas**”) from those who do not have such access (“**General Areas**”).
- 2.5 Employees within Sensitive Areas have a responsibility to ensure the Chinese Wall is not breached deliberately or inadvertently known or suspected breaches of the Chinese Wall must be referred to the Compliance Officer immediately. The establishment of Chinese Walls is not intended to suggest that within Sensitive Areas, Unpublished Price Sensitive Information can circulate freely. Within Sensitive Areas, the ‘need-to-know’ policy shall be fully ineffect.

2.6 Any person may be brought inside on a sensitive transaction with prior written approval of the Compliance Officer. Such person shall be fully made aware of the duties and responsibilities attached to the receipt of inside information, and the liability that are attached to misuse or unwarranted use of such information.

2.7 Trading Window

2.7.1 All Designated Persons and their immediate relatives shall not be permitted to deal in the Securities of the Company during the period, to be called "**Trading Window Closure**". The Trading Window shall be closed during the time when the Compliance Officer determines that a Designated Person or a class of Designated Persons can reasonably be expected to have access to or possession of Unpublished Price Sensitive Information. When the Trading Window is closed, the Designated Persons or their immediate relatives shall not trade in the Securities of the Company.

2.7.2 The Trading Window shall be closed from the end of every quarter, till 48 hours after the declaration of financial results of the Company. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

2.7.3 For other items, the Compliance Officer shall have the power to close the Trading Window for such purposes and for such period as he may deem fit in consultation with any whole-time director/CEO of the Company.

2.7.4 The timing for re-opening of the Trading Window shall be determined by the Compliance Officer taking into account various factors including the Unpublished Price Sensitive Information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than 48 hours after the information becomes generally available.

2.7.5 In case of ESOPs, exercise of options shall be allowed during the period when the Trading Window is closed. The Company can allot the shares on exercise of the ESOPs, during the period the Trading Window is closed. However, sale of shares allotted on the exercise of ESOPs shall not be allowed when the Trading Window is closed

2.7.6 The trading window shall remain closed at the time of:

- (a) Declaration of Financial results (quarterly, half yearly and annually).
- (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 buyback.
- (f) Disposal of whole or substantially the whole of the undertaking.
- (g) Any significant changes in policies, plans or operations of the Company.

2.8 Restrictions for dealing in Securities of the Company

- 2.8.1 No Designated persons and their Immediate Relatives shall enter into an opposite transaction i.e. sell or buy the Securities of the Company during a period of six months following a previous transaction. This restriction shall not be applicable for trades pursuant to exercise of stock options. However, once the shares acquired on exercise of the ESOPs are sold, the restriction on buying would become applicable for the next six months.
- 2.8.2 The aforesaid restriction (contra trade) shall not apply in respect of buy back offers, open offers, rights issues, bonus, split, consolidation and other related corporate actions.
- 2.8.3 In the event, 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 SEBI for credit to the Investor Protection and Education Fund.
- 2.8.4 Further, securities allotted on exercise of employee stock options shall be held for a minimum period of 7 days from the date of exercise of ESOP.
- 2.8.5 In case the sale of Securities is necessitated by personal emergency, the Compliance Officer is empowered to grant relaxation from strict application of such a restriction, after recording in writing the reasons for grant of such relaxations. The Designated Persons seeking waiver of the contra period must make an application in **Form D** citing the reasons thereof, to the Compliance Officer.

2.9 Preclearance of trades.

- 2.9.1 When the Trading Window is open, trading in excess of [100 equity shares]¹ of the Company Securities by Designated Persons and their immediate relatives shall be subject to pre-clearance as per the pre-dealing procedure as described hereunder.
- 2.9.2 An application in **FORM B** may be made to the Compliance Officer indicating the estimated number of securities that the Designated Persons or their Immediate Relatives intend to deal in, the details as to 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 behalf along with the Statement of shareholding at the time of preclearance.
- 2.9.3 An undertaking in **FORM C** shall be executed in favor of the Company by such Designated Persons or their Immediate Relatives.
- 2.9.4 Such pre-clearances shall be valid only for seven (7) calendar days from the date of approval (including the date of approval), failing which fresh pre-clearance would be needed for the trades to be executed.

- 2.9.5 The Designated Persons after executing the transaction for which the pre-clearance approval was obtained shall submit a report to the Compliance Officer of the trades as executed / not executed in their own account/dependent/immediate relatives within a period of two (2) trading days from the date of execution of the transaction or after expiry of the validity of pre-clearance approval, in **Form E**.

3.0 Reporting Requirements for transactions in securities

- 3.1** All Designated Persons of the Company shall be required to forward following details including the statements of their Immediate Relatives:
- 3.1.1 All holdings in securities of the Company at the time of joining the Company in **FORM A**.
- 3.1.2 Disclosure of change in holding after sale/purchase of shares in **FORM F** immediately after completion of sale/purchase as the case may be.
- 3.1.3 Periodic statement of any transactions in securities of the Company as on the last date of every calendar quarter (the periodicity of reporting may be defined by the Company from time to time) Quarterly statement of any transactions in securities of the Company in **FORM G**.
- 3.1.4 Annual statement as on 31st March every year of all holdings in securities in **FORM H**.
- 3.2** The Designated Persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on an annual basis and as and when the information changes:
- 3.2.1 immediate relatives
- 3.2.2 persons with whom such Designated Person(s) shares a material financial relationship
- 3.2.3 Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

Note: The term “material financial relationship” 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.”

- 3.3** The Compliance officer shall maintain records of all the declarations in the appropriate form given by the Designated Persons for a minimum period of five years.
- 3.4** The Compliance officer shall place before the Chairman and Managing Director / Chief Executive Officer or a committee specified by the Company, on quarterly basis all the details of the dealing in the securities by Designated Persons and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this Code.

4.0 Penalty for contravention of code of conduct

- 4.1** Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her immediate relatives).
- 4.2** Any person who contravenes any of the provisions of the Code may be penalised and appropriate action may be taken by the concerned Company. Such penalty may include wage freeze, suspension, recovery, clawback and ineligibility for future participation in ESOP etc.
- 4.3** The action taken by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations. In case it is observed by the Company / Compliance Officer that there has been a violation of the Regulations committed by any officer, they shall promptly inform SEBI about the same

5.0 Authority to amend the Company's Code of Conduct.

Any amendments to the Code may be made by the approval of the Board.

**** Approved by Board of Directors by way of circular resolution on 15th April, 2019.***

FORM A

FORM FOR INITIAL DISCLOSURE OF DETAILS OF SHARES HELD BY SUBSTANTIAL SHAREHOLDERS / DIRECTORS / OFFICERS / DESIGNATED EMPLOYEES

To,
The Compliance Officer
Pradeep Metals Limited
MIDC, Rabale, Navi Mumbai
400701.

Date:_____

I. DETAILS OF SHAREHOLDING OF SUBSTANTIAL SHAREHOLDERS / DIRECTOR / OFFICER / DESIGNATED EMPLOYEES HELD IN THEIR OWN NAME

Name	Designation	Department /Date of Joining	Date of Becoming Substantial shareholders Director/Officer/Designated Employee	No. of Shares Held	Date of Acquisition	Folio No/ DP ID / Client ID

II. DETAILS OF SHARES HELD BY DEPENDENT FAMILY MEMBERS

Name of Relative	Relationship	No.of Shares Held	Folio No/DP ID/Client ID

Signature_____

FORM B
APPLICATION FOR PRE-CLEARANCE

To,
The Compliance Officer
Pradeep Metals Limited
MIDC, Rabale, Navi Mumbai
400701.

Date: _____

Dear Sir / Madam,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I seek your approval to subscribe to / agree to subscribe to / purchase / sell / deal as an agent / principal in..... (nos.) equity shares of the Company in the next seven days.

1.	Name of the applicant	:	
2.	Designation / Department	:	
3.	Number of securities held as on date	:	
4.	Folio No. / DP ID / Client ID no.)	:	
5.	The Proposal is for*	:	a) Purchase of securities b) subscription to securities c) sale of securities
6.	Proposed date of dealing in securities	:	
7.	Estimated number of securities proposed to be acquired/subscribed/sold	:	
8.	Price at which the transaction is proposed	:	
9.	Current market Price (as on date of application)	:	
10.	Whether the proposed transaction will be through stock exchange or off-market deal	:	
11.	Folio No./DP ID/Client ID No. where the securities will be credited/debited	:	
12.	Details of Shares held by Family Members, if any.	:	

* strike off whichever is not applicable

The Undertaking in **FORM C** in the prescribed format are enclosed for your perusal in this connection. I have gone through the Code of Conduct in respect of prevention of Insider Trading and I will abide by all the rules made there under. I/We declare that the shares to be sold have been held by me/us for a minimum of 6 months.

I have understood that I will be dealing in the securities in the course of next seven days after receiving the permission from you.

I agree that if after getting your approval I do not trade in the securities within 7 days. I will treat the permission given as cancelled.

Signature _____

Name of Applicant:

Department :

FORM C
UNDERTAKING TO BE SUBMITTED ALONGWITH THE APPLICATION FOR PRECLEARANCE

I,(Name, Designation and Department) residing at am desirous of dealing inno. of shares of the Company as mentioned in my application dated for preclearance of the transaction.

As required by the Code for prohibition of Insider Trading, I hereby state that:

- (a) 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;
- (b) In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.;
- (c) I have not contravened the provisions of the Code of Conduct for prohibition of Insider Trading as notified by the Company from time to time;
- (d) I have made full and true disclosure in the matter.
- (e) I shall submit the necessary report immediately after execution of the transaction / a 'Nil' report if the transaction is not undertaken.
- (f) If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

Date:

Signature_____

FORM D

APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD

To,
The Compliance Officer
Pradeep Metals Limited
MIDC, Rabale, Navi Mumbai
400701.

Date:_____

Dear Sir,

I request you to grant me waiver of the minimum holding period of six months as required under the code for prohibition of insider trading with respect to..... Shares of the Company held by me / (name of relative) singly / jointly acquired by me on (Date). I desire to deal in the said shares on account of (give reasons).

Thanking you,

Yours faithfully,

(Name) :
(Designation) :
(Department) :

FORM E

CONFIRMATION OF DEAL

To,
The Compliance Officer
Pradeep Metals Limited
MIDC, Rabale, Navi Mumbai
400701.

Date: _____

I confirm that the share dealing for which approval was granted on..... was completed on..... by purchasing/selling.....(nos) equity shares of the Company.

I hereby inform that I

have not bought /sold/subscribed any securities of the Company

have bought/sold/subscribed to _____securiteis as mentioned below on _____(date)

Name of holder	No. of securities dealt with	Bought/sold/subscribed	DP ID/Client ID/ Folio No.	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 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 agree to hold the above securities for the minimum holding period. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (applicable in case of subscription / purchase).

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

Date:

Signature _____

FORM F

To,
The Compliance Officer
Pradeep Metals Limited
MIDC, Rabale, Navi Mumbai
400701.

Date: _____

DISCLOSURE OF CHANGE IN HOLDING

I. DETAILS OF SHAREHOLDING OF SUBSTANTIAL SHAREHOLDER(S) / DIRECTOR / OFFICER / DESIGNATED EMPLOYEES HELD IN THEIR OWN NAME

Name	Designation	Department	No. of shares held before the transaction	Type of Transaction			Date of Transaction	No. of shares Transacted	Whether Approval obtained	Date of Approval	Approval No.	Balance Holding on _____	Folio No. /DP Id / Client ID
				Purchase	Sale	Others (Specify)							

II. DETAILS OF SHARES HELD BY DEPENDENT FAMILY MEMBERS.

Name of Relative	Relationship	No of shares held before the Transaction	Type of Transaction			Date of Transaction	No. of shares Transacted	Whether Approval obtained	Date of Approval	Approval No.	Balance Holding on _____	Folio No. /DP Id / Client ID
			Purchase	Sale	Others (Specify)							

I/We Declare that I/We have complied with the requirement of the minimum holding period with respect to the shares sold.

Signature: _____

FORM G

To,
The Compliance Officer
The Compliance Officer
Pradeep Metals Limited
MIDC, Rabale, Navi Mumbai
400701.

Date: _____

I. PERIODIC STATEMENT OF SHAREHOLDINGS OF DIRECTORS/ OFFICERS/ DESIGNATED EMPLOYEES.

Name	Designation	Department	No. of Shares Held on 1 st _____ (at the beginning of the quarter)	No. of Shares Bought During the Quarter	No. of Shares sold during the Quarter	No. of Shares held on _____ (at the end of the quarter)	Folio No / DP ID / Client ID

II. DETAILS OF SHARES HELD BY DEPENDENT FAMILY MEMBERS

Name	Relationship	No. of Shares Held on 1 st _____ (at the beginning of the quarter)	No. of Shares Bought During the Quarter	No. of Shares Sold during the Quarter	No. of Shares held on _____ (at the end of the quarter)	Folio No/DP ID/Client ID

I/We declare that I/We have complied with the requirement of the Minimum holding period with respect to the shares sold.

Signature _____

FORM H

To,
The Compliance Officer
Pradeep Metals Limited
MIDC, Rabale, Navi Mumbai
400701.

Date: _____

ANNUAL DISCLOSURE

I. STATEMENT OF SHAREHOLDINGS OF DIRECTORS/OFFICERS/DESIGNATED EMPLOYEES

Name	Designation	Department	No. of Shares Held on 1st April _____	No. of Shares Bought during the year	No. of Shares sold during the year	No. of Shares held on 31 st March _____	Folio No/DP ID/Client ID

II. DETAILS OF SHARES HELD BY DEPENDENT FAMILY MEMBER

Name of Relative	Relationship	No. of Shares Held on 1 st April _____	No. of Shares Bought during the year	No. of Shares sold during the year	No. of Shares held on 31 st March _____	Folio No/DP ID/Client ID

I/We declare that the shares sold have been held by me/us for the minimum holding period.
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: _____

**PRADEEP METALS LIMITED
PRE-CLEARANCE ORDER**

To,
Mr./ Ms. _____
Designation : _____
Department: _____
Place: _____

This is to inform you that your request for dealing in..... (nos) shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 days from today.

In case you do not execute the approved transaction/ deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company.

Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Date :

For PRADEEP METALS LIMITED

Compliance Officer