

DCM SHRIRAM INDUSTRIES LIMITED: NEW DELHI

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN COMPANY'S SECURITIES BY EMPLOYEES AND OTHER CONNECTED PERSONS UNDER SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

The Securities and Exchange Board of India (SEBI) issued the SEBI (Prohibition of Insider Trading) Regulations, 2015, which came into effect from 15th May, 2015. In terms of the Regulations, the Company is required, inter alia, to frame a code of conduct for prevention of insider trading by employees of the Company, including the Directors and the promoters, in relation to the securities of the Company.

In line with the said Regulations, the following "Code of Conduct" has been adopted by the Board of Directors of the Company at its meeting held on 29th May, 2015.

1. Terms, Definitions, Interpretation and Scope

- 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 the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of DCM Shriram Industries Limited as amended from time to time.
- 1.4 "Company" means DCM Shriram Industries Limited.
- 1.5 "Compliance Officer" means Company Secretary, who shall for the purpose of these Regulations report to the Board of Directors and shall provide reports to the Chairman of the Audit Committee at every meeting.
- 1.6 "Connected Person" means:
 - (i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
 - (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
 - (a) an immediate relative of connected persons specified in clause (i); or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or



- (d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or
 - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - (g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - (h) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
 - (i) a banker of the Company; or
 - (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.
- 1.7 "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 agent.
- 1.8 "Designated Person(s)/ Employee(s)" shall include:
- (i) every promoter and director
 - (ii) every employee in the grade of Assistant General Managers and above;
 - (iii) every employee in the finance, accounts, secretarial and legal department as may be determined and informed by the Compliance Officer; and
 - (iv) any other employee as may be determined and informed by the Compliance Officer from time to time.
- 1.9 "Director" means a member of the Board of Directors of the Company.
- 1.10 "Employee" means every employee of the Company including the Directors in the employment of the Company.
- 1.11 "Generally available Information" means information that is accessible to the public on a non-discriminatory basis.
- 1.12 "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
- 1.13 "Insider" means any person who is,
- (i) a connected person; or
 - (ii) in possession of or having access to unpublished price sensitive information.
- 1.14 "Key Managerial Person" means person as defined in Section 2(51) of the Companies Act, 2013.