



Nagarjuna Agrichem Limited

Code of Conduct for Regulating, Monitoring & Reporting of trading by Insiders

Preamble:

'Insider Trading' in general means an act of subscribing, buying, selling dealing, or agreeing to subscribe, buy, sell, deal in the securities of a Company based on some unpublished price sensitive information to which a person may be privy to. The Securities and Exchange Board of India (SEBI), has issued the SEBI (Prohibition of Insider Trading) Regulation, 2015 ("the Regulations") by which Insider Trading has been prohibited in India.

However, with a view to inculcate a self imposed discipline for preserving the unpublished price sensitive information, SEBI casts an obligation on the Listed Companies to evolve a policy and procedure for prohibition of insider trading and to implement the same in a self regulatory mechanism. Therefore, it is a statutory requirement to put in place a suitable policy framework and procedures to be followed by the Company for implementing the Regulations.

Code of Conduct for prevention of Insider Trading:

1. Introduction:

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 and amendment(s) thereof from time to time, Nagarjuna Agrichem Limited (hereinafter referred to as "Company") has introduced this 'Code of Conduct for Regulating, Monitoring & Reporting of trading by Insiders' (hereinafter referred to as the 'Code').

2. Objective:

The Company endeavors to preserve the confidentiality or unpublished price sensitive information and to prevent misuse of such information.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.

The objective of the Code is to regulate, monitor and report trading by Promoters, Directors, KMP's, Designated Employees and other Connected



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Persons towards achieving compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Board of Directors has approved this Code in its meeting held on 30th May, 2015 and the same shall come into force from the even date (hereinafter referred to as “effective date”). From the effective date, this Code supersedes the Company’s ‘Code of Conduct for prevention of Insider Trading’ framed under the SEBI (Prohibition of Insider Trading) Regulations, 1992.

3. Key Definitions:

3.1 “Act” means the Securities and Exchange Board of India Act, 1992;

3.2 “Board” means the Board of Directors of the Company;

3.3 “Code” or “Code of Conduct” means this “Code of Conduct for Regulating, Monitoring and Reporting of trading by Insiders of the Company as amended from time to time;

3.4 “Company” means “Nagarjuna Agrichem Limited” (NACL);

3.5 “Compliance Officer” means Company Secretary or any senior officer designated so by the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the Codes specified in these regulations under the overall supervision of the Board of Directors of the Company;

3.6 “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 in any



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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 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 organisation recognized or authorized by the Board; or



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- i) A banker of the Company; or
- j) A concern, firm, trust, Hindu undivided family, Company or association of Persons wherein a Director of a Company or his immediate relative or banker of the Company, has more than ten percent of the holding or interest;

3.7 “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;

3.8 “Director” means a member of the Board of Directors of the Company;

3.9 “Dependent Family Members” (DFM) means the spouse, dependent parents and dependent children or any relative who is financially dependent upon the Officer/ Designated Employee;

3.10 “Designated Employee” means the employee designated by the Company to whom these trading restrictions shall be applicable, keeping in mind the objectives of this code of conduct. For this purpose, the following employees shall be treated as designated employees –

- a) All Employees in the Accounts, Finance, Taxation, Legal and Secretarial department of Company;
- b) All Employees in other Departments/Divisions of Company from the level of Deputy General Manager & above;
- c) All employees who are attached to Directors/MD/CEO’s Office of Company.
- d) Employees of other Departments/Divisions, on a case-to-case basis, who could be reasonably expected to have access to unpublished price sensitive information relating to the Company,



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to be decided by the Chairman/Managing Director/ Compliance Officer, on a case-to-case basis.

- e) The Policy is also applicable to the dependent family members and immediate relatives of Designated Employees/Officers as defined in the Policy and Designated Employees/Officers shall be responsible for adherence of this Policy by their dependent family members.
- f) Managing Director/Compliance Officer can add/delete the persons in the list of designated employees from time to time;

3.11 “Employee” means every employee of the Company including the Directors in the employment of the Company;

3.12 “Generally Available Information” means information that is accessible to the public on a non-discriminatory basis;

3.13 “Immediate Relative” means a spouse of a person, and includes a 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;

3.14 “Insider” means any person who is:

- a) A connected person; or
- b) In possession of or having access to unpublished price sensitive information;

3.15 “Insider Trading” means when a person sells or purchases the securities of the Company while in possession of inside information. Inside information is the information, which is unpublished price sensitive information;

3.16 “Key Managerial Person” means person as defined in Section 2(51) of the Companies Act, 2013;

3.17 “Need to Know” means the Unpublished Price Sensitive information should be disclosed only to those within the Company who need the



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information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information;

3.18 “Officer” Officer of the Company means any person as defined by Section 2(59) of the Companies Act, 2013 including an Auditor of the Company.

Section 2(59) stipulates that “Officer includes any Director, Manager or Key Managerial Personnel or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the Directors is or are accustomed to act.”

Further, for the purpose of this Code of Conduct, the following will be called as Officer:

- a) All the Directors of Company
- b) Chief Executive Officer (CEO) of Company
- c) Chief Financial Officer (CFO) of Company
- d) Company Secretary (CS);

3.19 “Pre-clearance of Trade” means prior approval for trading / dealing in the securities of the company;

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

3.21 “Regulations” means the Securities and Exchange Board of India (Prohibition of Insider Trading Regulation) Regulations, 2015 and any amendments thereto;

3.22 “Securities” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund;



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- 3.23 “Specified Persons”** means the directors, connected persons, the Insiders, the Designated Employees and the Promoters and immediate relatives are collectively referred to as Specified Persons.
- 3.24 “Stock Exchange”** means exchange where the Company’s shares are listed and traded.
- 3.25 “Takeover regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and any amendments thereto;
- 3.26 “Threshold Limit”** The following are the threshold limits fixed by the Board:
- a) Rs. 10,00,000/- or
 - b) 50,000 securities, whichever is lower
- 3.27 “Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly;
- 3.28 “Trading Day”** means a day on which the recognized Stock Exchanges are open for trading;
- 3.29 “Trading Window”** means the period which is not a ‘Window Close Period’ for trading in the Company’s Securities.
- 3.30 “Unpublished Price Sensitive Information” (UPS I)** 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:-
- a) financial results;
 - b) dividends;
 - c) change in capital structure;



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- d) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- e) changes in Key Managerial Personnel; and
- f) material events in accordance with Clause 36 of the listing agreement.
- g) such other matters as the Compliance Officer may decide as Price Sensitive Information.

3.31 “Window Close Period” means:

- a) The period beginning with twentieth days before the date of Board Meeting where the Board of Directors are to consider the announcement of the financial results (audited or unaudited) of the quarter or half year or the financial year as the case may be and ending upto and including 48 hours after the public announcement; or
- b) the period commencing from the time of announcement of the meeting of the Board of Directors for consideration of all matters (other than financial results) which are deemed to be ‘price sensitive information’ and ending 48 hours after the public announcement of the decision taken by the Board of Directors at such meeting; or
- c) Such other period as may be notified by the ‘Compliance Officer’ from time to time, under the authority of Managing Director.

3.32 Words and expressions not defined in this code shall have the same meaning as contained in the Securities and Exchange Board of India Act, 1992, Securities and Exchange Board of India (Prohibition of Insider Trading Regulation) Regulations, 2015, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder.



4. Applicability of the Code:

This Code shall be applicable to the following categories of persons:

- a) Officers:
- b) Designated Employees:
- c) The Policy is also applicable to the dependent family members / immediate relatives of Officers and Designated Employees as defined in the Policy, and these Officers and Designated Employees shall be responsible for adherence of this Policy by their dependent family members.
- d) Connected Persons

5. Prohibition on communicating and Preservation of “Unpublished Price Sensitive Information (UPSI)”

- a) An Insider shall not communicate, provide, or allow access to any UPSI, relating to a Company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- b) No person shall procure from or cause the communication by any insider of UPSI, relating to a Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- c) Insiders shall handle the UPSI on a “need to know” basis, i.e. such Information shall be disclosed only to those persons within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information(s).



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- d) Insiders shall not pass on such UPSI to any person directly or indirectly to any person directly or indirectly by way of making a recommendation for dealing of securities, except in the following circumstances:
- i) The transaction is an off-market inter-se transfer between Promoters who were in possession of the same UPSI without being in breach any regulation and both parties had made a conscious and informed trade decision;
 - ii) The trades were pursuant to a trading plan set up in accordance with the Regulation ;
 - iii) In the case of non-individual insider(s):-
 - The individual who were in possession of such UPSI were different from the individuals taking trading decisions and such decision making individuals were not in possession of such UPSI when they took the decision to trade; and
 - Appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no UPSI was communicated by the individuals possessions the information to the individuals taking trading decision and there is no evidence of such arrangements having been breached;
- e) Insiders shall keep secure all files/papers containing confidential UPSI. Computer files must have adequate security of login and password, etc.
- f) Notwithstanding anything contained in this regulation, UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would, after signing a non-disclosure obligation by the party or parties:
- (i) an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion



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that the proposed transaction is in the best interests of the Company; or

- (ii) 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 proposed transaction is in the best interest 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.

6. Trading Plan:

- a) An Insider /Designated Employee shall be entitle to formulate a trading plan in securities of the Company in accordance with the Regulations 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.
- b) In terms of Regulations, the Trading plan shall:
 - (i) not entail commencement of trading on behalf of the insider earlier than six (6) months from the public disclosure of the plan;
 - (ii) not entail trading for the period between the twentieth (20th) 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 (2nd) trading day after the disclosure of such financial results;
 - (iii) entail trading for a period of not less than twelve (12) months;
 - (iv) not entail overlap of any period for which another trading plan is already in existence;



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- (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - (vi) not entail trading in securities for market abuse.
- c) The Compliance Officer shall review the trading plan to assess whether the plan would have any potential violation of the Regulation and 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;
- d) The trading plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any UPSI 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 UPSI becomes generally available. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

- e) Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.



7. Trading Window:

- a) All Specified Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in Company's securities during window close period.
- b) The Compliance Officer shall intimate the closure of trading window to all the Designated Employees and other Employees of the Company when he/she determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.
- c) The Compliance Officer after taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight (48) hours after the information becomes generally available.
- d) The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

8. Pre-clearance of Trades:

- a) All Officers/ designated employees and their dependants who intend to deal in the securities of the Company exceeding the threshold limit in a calendar quarter shall obtain pre-clearance of the transaction(s) from the Compliance Officer before entering into the transaction as per the pre-dealing procedure as described hereunder. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade



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if such designated person is in possession of UPSI even if the trading window is not closed and hence he shall not be allowed to trade.

The pre-dealing procedure shall be hereunder:

- (i) An application shall be made in prescribed Form, attached as **Annexure-I**, to the Compliance Officer indicating the estimated number of securities that the Officer / Designated Employee intends to deal in, the details as to the depository with which he/she has a Demat account, such other details as may be required by the Compliance Officer in this behalf.
- (ii) An undertaking (**Annexure 2**) shall be executed in favor of the Company by such Specified Employee incorporating, inter alia, the following clauses, as may be applicable:
 - That the Officer/Director/Designated Employee does not have any access or has not received “Price Sensitive Information” upto the time of signing the undertaking.
 - That in case the Officer/ Designated Employee has access to or receives “Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction, he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - That he/she has not contravened the Code of Conduct for prevention of insider trading as notified by the Company / SEBI from time to time.
 - That he/she has made a full and true disclosure in the matter.
- (iii) The Compliance Officer shall on receiving application provide the Designated Employees or their immediate relatives with an



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acknowledgement on the duplication of the application, grant the approval or reject the application within two working days of the receipt of application for pre-clearance in the form prescribed in (Annexure 3).

- (iv) Transaction must be executed within seven trading days after the approval of pre-clearance obtained from the Compliance Officer. The Specified Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed. (Annexure 4).
- (v) If transaction is not executed within seven (7) trading day, the Officer(s)/Designated Employee(s) must obtain pre-clearance for the intended transaction once again.
- (vi) No Designated Employee or his/her immediate relative shall apply for pre-clearance of any proposed trade when the trading window is closed or if he/she is in possession of unpublished price sensitive information. Prior to approving any trades, the Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- (vii) It shall be the responsibility of Designated Employees to ensure compliance of aforesaid clauses above in case of their immediate relatives also.

9. Minimum Holding Period:

All Officers/Designated Employees / Insiders who buy or sell any number of shares of the Company shall not enter into a contra trade (opposite



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transaction) i.e. sell or buy any number of shares during the next six months following the prior transaction. All Officers/Designated Employees shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any contra trade be executed, inadvertently or otherwise, in violation of such restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act. The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same.

10. Other Restrictions:

- a) The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- b) The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this code.

11. Chinese Wall:

- a) To prevent the misuse of UPSI, the Company has adopted a "Chinese Wall" which separates those departments which routinely have access to UPSI, considered "inside areas" from those departments which deal with investment advice or other departments providing support services, considered "Public areas". Further as per said Chinese wall:
 - (i) The Employees in the inside areas are not allowed to communicate any UPSI to anyone in the public areas.
 - (ii) The Employees in inside areas may be physically separated from the Employees separated from the Employees in public area.



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- (iii) The demarcation (limiting) of various departments as inside area shall be determined by the Compliance Officer in consultation with the Managing Director.
- (iv) Only in exceptional circumstances, Employees from the public areas are brought over the wall and given UPSI on the basis of “need to know” criteria, under intimation to the Compliance Officer.

12. Reporting Requirements for transactions in Securities:

A) Initial Disclosure:

- a) Every Promoter, Key Managerial Personnel, Director, Officers, Designated Employees of the Company, within thirty (30) days of these Regulation taking effect, shall forward to the Company the details of securities of the Company presently held by them including the holdings of dependent family members in the prescribed Form ‘A’ (as amended from time to time), enclosed as Annexure -5.
- b) Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a Promoter, to the Company within seven (7) days of such appointment or becoming a Promoter in the prescribed Form ‘B’ (as amended from time to time), enclosed as Annexure -6.

B) Continual Disclosure:

Every Promoter, Key Managerial Personnel, Employee and Director of every Company shall disclose to the Company the number of such securities acquired or disposed of within two (2) trading days of such transaction if the value of the securities traded, whether in one transaction or series of transaction over any calendar quarter, aggregates



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to a traded value in excess of threshold in the prescribed Form 'C' (as amended from time to time), enclosed as Annexure-7;

C) Disclosures by other Connected persons:

The Compliance Officer may require any Connected Person(s) to make disclosures of holdings and trading in securities of the Company in the prescribed Form 'D' (as amended from time to time), enclosed as Annexure- 8, at such frequency as he may determine.

D) Annual Disclosure:

The Compliance Officer may require every Directors, Promoters, KMP and Designated Employee of the Company shall disclose annual statements of their holding, and the holding of their Immediate Relatives and of any other person for whom such person takes trading decisions, of the Company's Securities (including derivatives) to the Compliance Officer as on 31st March every year, on or before 30th April of that year in the form in Form 'E', enclosed as Annexure-9.

E) Disclosure by the Company to the Stock Exchange(s):

The Compliance Officer shall notify the Stock Exchange, particulars of the Trade, within 2 (two) trading days of the receipt of aforesaid Continual Disclosures or from becoming aware of such information.

F) Preservation of Records / forms:

The Compliance Officer shall maintain / preserve records of aforesaid disclosures, declarations, pre-clearance applications and forms for a minimum period of five (5) years.

G) Reporting:

The Compliance officer shall report to the Board of Directors and in particular, shall provide reports to the Chairman of the Audit Committee on quarterly basis.



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13. Penalty for contravention of Code of Conduct:

- a) Every Designated Employee/Specified 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 dependents).
- b) Any Officer/ Designated Employee who trades in securities or communicates any information for trading in securities, in contravention of the Code of Conduct, may be penalized and appropriate action may be taken by the Company.
- c) Officers/ Designated Employees who violate the Code of Conduct shall also be subject to disciplinary action by the Company, which may include wage/promotion freeze, suspension, ineligibility for future participation in employee stock option plans, etc. or any other action as the Company deem fit.
- d) The action by the Company through Compliance Officer shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading), Regulations, and 2015 which may include imprisonment or fine or both.

14. Compliance Officer:

- a) In order to discharge his/her functions effectively; the Compliance Officer shall be adequately empowered and provided with adequate manpower and infrastructure to effectively discharge his/her function. In the performance of his/her duties, the Compliance Officer shall have access to all information and documents relating to the Securities of the Company.
- b) The compliance Officer shall
 - Implement and monitor the Code
 - Approve Trading Plan



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- Inform quarterly to the Board and the Chairman, Audit Committee of the details declaration of Trade/holding in Securities of the Company made by Insiders.
- Maintain in soft form or in hard form (as specified) a record of the Insiders and their immediate relations and update any changes thereto from time to time based on declarations made by Insiders
- Notify the Approval of the Trading Plan to the Stock Exchanges
- Notify Window Closure Period
- Intimate the code and any amendment thereto from time to time to Stock Exchanges
- Clarify employees regarding the Regulations and the Code.

15. Trading by Compliance Officer:

All restrictions on trading of securities of the Company shall also be applicable to the Compliance Officer. Compliance Officer shall seek pre-clearance, if applicable, from the Managing Director.

16. Intimation to SEBI:

In case it is observed by the Board of Directors that there has been violation of these Regulations, the Company shall inform SEBI of such violations for appropriate action. SEBI can intimate necessary proceedings for violation of any of these Regulations.

17. Prohibition of Insider Trading under Companies Act, 2013

The relevant provision of the Companies Act, 2013 which every person shall comply with, is as under:

Section 195:

- (1) No person including any Director or Key Managerial Personnel of a Company shall enter into insider trading;



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Provided that nothing contained in this sub-section shall apply to any communication required in the ordinary course of business or profession or employment or under any law.

a) “Insider trading” means:

- (i) An act of subscribing, buying, selling, dealing or agreeing or 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 counseling about procuring or communicating directly or indirectly any non-public price sensitive information to any person.

b) “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 the Company.

- (2) If any person contravenes the provisions of this section, he shall be punishable with imprisonment for a term which may extend to five years or with fine which shall not be less than five lakh rupees but which may extend to twenty-five crores rupees or three times the amount of profits made out of insider trading, whichever is higher, or with both.

18. Amendments/ Revisions:

The Board shall have the power to amend / replace the code as and when applicable and / or revised from Regulators from time to time.



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The Compliance Officer of the Company is being authorized to make necessary changes in the disclosure required, format and other information to make a fair and transparent disclosure in this Code of Conduct.

19. Clarifications / Enquiries:

The Compliance Officer may be contacted for any assistance as to the interpretation and application of this Code.

20. Thumb Rules:

All the Promoters / Officers / Directors / Designated employees, to whom this Code applies, shall bear in mind the following thumb rules while dealing in securities of the Company:

- i) Trading in securities of the Company is allowed only when trading window is open;
- ii) Do not trade when the trading window is closed;
- iii) Trade as per the approved Trading plan.
- iv) Pre-clearance of Compliance Officer is required when intended trading exceeds the threshold limits;
- v) Inform Company's compliance Officer promptly within 2 (two) days of trading.
- vi) Do not trade, when in doubt.
- vii) Contact Compliance Officer for any assistance as to the interpretation and application of this Code.

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ANNEXURE 1
SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL
(To be given in duplicate)

Date:

To,
The Compliance Officer,
Nagarjuna Agrichem Limited
Hyderabad

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I seek approval to purchase / sale / subscription of _____ Equity Shares of the Company as per details given below:

| | | | |
|-----|--|--|--|
| 1. | Name of the applicant | | |
| 2. | Designation | | |
| 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 | | |

I enclosed herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature of Employee)



Nagarjuna Agrichem Limited

Code of Conduct for Regulating, Monitoring & Reporting of trading by Insiders

ANNEXURE 2 FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE UNDERTAKING

To,
Nagarjuna Agrichem Limited
Hyderabad

I, _____, _____ of the Company residing _____, am desirous of dealing in _____* Shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

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) upto the time of signing this Undertaking.

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.

I, declare that I have not contravened the provisions of the provisions of the Insider Regulations and this Code as notified by the Company from time to time.

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

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

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

Date:

Signature: _____

* Indicate number of shares.



Nagarjuna Agrichem Limited

Code of Conduct for Regulating, Monitoring & Reporting of trading by Insiders

ANNEXURE 3 FORMAT FOR PRE-CLEARANCE ORDER

To,
Name: _____
Designation: _____
Place: _____

This is to inform you that your request for dealing in _____ (no's) 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.

Yours faithfully,

For Nagarjuna Agrichem Limited

Compliance Officer

Date: _____

Encl: Format for submission of details of transaction



Nagarjuna Agrichem Limited

Code of Conduct for Regulating, Monitoring & Reporting of trading by Insiders

ANNEXURE 4

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To,
The Compliance Officer,
Nagarjuna Agrichem Limited,
Hyderabad

I hereby inform that I

- Have not bought / sold / subscribed any securities of the Company
- Have bought/sold/subscribed to _____ securities 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 a minimum period of six months. 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 purchase / subscription).*

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 transaction(s).

Date: _____

Signature: _____

Name:

Designation:



FORM A

(Annexure 5)

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2)]**

Name of the company: _____

ISIN of the company: _____

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

| Name, PAN No., CIN/DIN & address with contact nos. | Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc) | Securities held as on the date of regulation coming into force | | % of Shareholding | Open Interest of the Future contracts held as on the date of regulation coming into force | | Open Interest of the Option Contracts held as on the date of regulation coming into force | |
|--|--|--|-----|-------------------|---|-------------------------------|---|-------------------------------|
| | | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | | Number of units (contracts * lot size) | Notional value in Rupee terms | Number of units (contracts * lot size) | Notional value in Rupee terms |
| 1 | 2 | 3 | 4 | 5 | 6 | | 7 | |
| | | | | | | | | |

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place:



FORM B
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2)]

(Annexure 6)

Name of the company: _____

ISIN of the company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

| Name, PAN No. CIN/DIN & Address with contact nos. | Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc.) | Date of appointment of Director /KMP OR Date of becoming Promoter | Securities held at the time of becoming Promoter/appointment of Director/KMP | | % of Shareholding | Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP | | Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP | |
|---|---|---|--|-----|-------------------|---|-------------------------------|---|-------------------------------|
| | | | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | | Number of units (contracts * lot size) | Notional value in Rupee terms | Number of units (contracts * lot size) | Notional value in Rupee Terms |
| 1 | 2 | 3 | 4 | 5 | | 6 | | 7 | |
| | | | | | | | | | |

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place:



FORM C
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2)]

(Annexure 7)

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

| Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos. | Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.) | Securities held prior to acquisition/disposal | | Securities acquired/Disposed | | % of shareholding | | Date of allotment advice/ acquisition of shares/ sale of shares specify | | Date of intimation to company | Mode of acquisition (market purchase/public rights/preferential offer / off market/ Inter-se transfer etc.) | Trading in derivatives (Specify type of contract, Futures or Options etc) | | | | Exchange on which the trade was executed |
|--|---|--|-----|--|-----|-------------------|------------------|---|----|-------------------------------|---|---|--|------------|--|--|
| | | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | Pre transaction | Post transaction | From | To | | | Buy Value | Number of units (contracts * lot size) | Sell Value | Number of units (contracts * lot size) | |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 | 16 | 17 |
| | | | | | | | | | | | | | | | | |

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place:



Form D (Indicative format)
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by Other connected persons as identified by the company

(Annexure 8)

| Name, PAN No., CIN/DIN & address of connected persons, as identified by the company with contact nos. | Connection with company) | Securities held prior to acquisition/disposal | | Securities acquired/Disposed | | % of shareholding | | Date of allotment advice/acquisition of shares/ sale of shares specify | | Date of intimation to company | Mode of acquisition (market purchase/public/ rights/preferential offer / off market/ Inter-se transfer etc.) | Trading in derivatives (Specify type of contract, Futures or Options etc) | | | | Exchange on which the trade was executed | |
|---|--------------------------|--|-----|--|-----|-------------------|------------------|--|----|-------------------------------|--|---|--|-------|--|--|--|
| | | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.) | No. | Pre transaction | Post transaction | From | To | | | Buy | | Sell | | | |
| | | | | | | | | | | | | Value | Number of units (contracts * lot size) | Value | Number of units (contracts * lot size) | | |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 | 16 | 17 | |
| | | | | | | | | | | | | | | | | | |

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Name:

Signature:

Date:

Place:



FORM E

(Annexure 9)

ANNUAL DISCLOSURE

Name of the Company: _____

ISIN of the Company: _____

Details of Securities held by Promoters, Key Managerial Personnel(s) (KMP), Director and other connected person as mentioned in Regulation 6(2)

| Name, PAN No., CIN/DIN & Address with contact nos. | Category of Person (Promoters/ KMP/ Directors/ Immediate Relatives/ others, etc) | Securities as on 31 st March, _____ | | % of Shareholding as on 31 st March, _____ | Open Interest of Future contracts held as on 31 st March, _____ | | Open Interest of the option contracts held as on 31 st March, _____ | |
|--|--|--|-----|---|--|--------------------------------------|--|--|
| | | Type of security (for eg; shares, warrants, convertible Debentures, etc) | No. | Number of Units (contracts lot size) | Notional Value in Rupees Terms | Number of Units (contracts lot size) | Notional Value in Rupees Terms | |
| | | | | | | | | |

Signature: _____

Designation: _____

Date: _____

Place: _____