



SWISS GLASCOAT EQUIPMENTS LIMITED

H-106, Phase- IV, G.I.D.C.,
Vithal Udyognagar - 388121 Gujarat.

CIN: L26100GJ1991PLC016173

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

1. COMPLIANCE OFFICER

1.1 Ms. Dhvani Shah (Company Secretary) and Mr. Bipin Thakkar (Manager Finance), in her absence, shall act as the Compliance Officer for due compliance of the Code of Conduct, who shall report to the Managing Director.

1.2 The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of “Unpublished Price Sensitive Information”, pre-clearing of trades by the designated persons, monitoring of trades and the implementation of the code of conduct under the overall supervision of the Board of the Company.

Explanation: For the purpose of this Code, the term ‘designated persons’ shall include:—

- (i) Promoters & Promoter Group of the Company
- (ii) Members of the Board of Directors
- (iii) Key Managerial Personnel- Managing Director, Company Secretary, Chief Financial Officer and Whole-time Directors
- (iv) General Managers & Assistant General Managers of the Company
- (v) Departmental Heads of the Company
- (vi) Senior Executives immediately below Departmental heads
- (vi) Immediate Relatives of the above persons which includes spouse and father, mother, children and sibling of the above person or spouse, either dependent financially or authorised by aforesaid person to deal in securities on his/ her behalf or consults such person in taking decisions relating to trading in securities.

1.3 The Compliance Officer shall maintain a record of the designated persons and any changes made in the list thereof.

1.4 The Compliance Officer shall assist all the concerned persons in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company’s Code of Conduct therefor.

2. PRESERVATION OF “UNPUBLISHED PRICE SENSITIVE INFORMATION” (UPSI)

2.1 Designated persons shall maintain the confidentiality of all Unpublished Price Sensitive Information. They shall not provided access to or allow access to or pass on such information to any person, including insiders, directly or indirectly by way of making a recommendation for the purchase or sale of securities; except where such communication is in furtherance of legitimate purposes or performance of duties or discharge of legal obligations.

2.2 Need to know

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 to discharge their duty.

2.3 Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.



SWISS GLASCOAT EQUIPMENTS LIMITED

H-106, Phase- IV, G.I.D.C.,
Vithal Udyognagar - 388121 Gujarat.

CIN: L26100GJ1991PLC016173

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

3. PREVENTION OF MISUSE OF UPSI

3.1 All designated persons of the Company shall be subject to trading restrictions as enumerated below:

3.2 Trading window

3.2-1 The Company shall specify a trading period, to be called “trading window”, for trading in the Company’s securities. The trading window shall be closed during the time the information referred to in para 3.2-3 is unpublished.

3.2-2 When the trading window is closed, the designated persons/ persons having contractual or fiduciary relations with the Company shall not trade in the Company’s securities in such period.

3.2-3 The trading window shall be, *inter alia*, closed at the time:

- (a) Declaration of financial results (quarterly, half-yearly and annually).
- (b) Declaration of dividends (interim and final).
- (c) Change in capital structure of the Company
- (d) Any major expansion plans or execution of new projects.
- (e) Amalgamation, mergers, demergers, takeovers, delisting and such other transactions.
- (f) Disposal of whole or substantially whole of the undertaking.
- (g) Changes in Key Managerial Persons of the Company.
- (h) Material events in accordance with the Listing Agreement.

3.2-3A The time for commencement of closing of trading window shall be decided by the Company.

3.2-4 The trading window shall be opened 48 hours after the information referred to in para 3.2-3 is made public.

3.2-5 All the designated persons of the Company shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company’s securities during the periods when trading window is closed, as referred to in para 3.2-3 or during any other period as may be specified by the Company from time to time.

3.2-6 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.

3.3 Pre-clearance of trades

3.3-1 All the designated persons of the Company who intend to deal in the securities of the Company above 1000 shares should pre-clear the transaction as per the pre-dealing procedure as described here under.

3.3-2 The Compliance Officer shall confidentially maintain a list of such securities as a “Restricted list” which shall be used as a basis of approving/ rejecting applications of pre-clearance of trades.



SWISS GLASCOAT EQUIPMENTS LIMITED

H-106, Phase- IV, G.I.D.C.,
Vithal Udyognagar - 388121 Gujarat.

CIN: L26100GJ1991PLC016173

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

3.3-3An application may be made in such form as the Company may notify in this regard, to the Compliance Officer indicating the estimated number of securities that the designated employee/officer/director intends 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.

3.3-4An undertaking in the format prescribed herein (Annexure I) shall be executed in favour of the Company by such designated persons incorporating, *inter alia*, the following clauses, as may be applicable:

- (a) That the employee/director/officer does not have any access or has not received "Price Sensitive Information" upto the time of signing the undertaking.
- (b) That in case the employee/director/officer 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.
- (c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
- (d) That he/she has made a full and true disclosure in the matter.

The Compliance Officer shall be authorised to decide the accuracy or inaccuracy of any such undertaking.

3.3-5No designated person shall apply for pre-clearance of proposed trade if he/ she is in possession of UPSI even if trading window isn't closed.

4. OTHER RESTRICTIONS

4.1 All the designated shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval is given, the applicant designated person must pre-clear the transaction again.

4.2 The designated persons 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 6 months following the prior transaction. They shall also not take positions in derivatives transactions in the shares of the Company at any time.

In the case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

4.3 In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing his/her reasons in this regard, unless the said waiver violates the SEBI (Prohibition of Insider Trading) Regulations, 2015.



SWISS GLASCOAT EQUIPMENTS LIMITED

H-106, Phase- IV, G.I.D.C.,
Vithal Udyognagar - 388121 Gujarat.

CIN: L26100GJ1991PLC016173

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

5. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

5.1 All the designated persons of the Company shall be required to forward following details of their securities transactions to the Compliance Officer in form as prescribed herein (Annexure II):

- (a) all holdings in securities of that Company by directors/officers/designated persons at the time of joining the Company;
- (b) quarterly statement of any transactions in securities of the Company and
- (c) annual statement of all holdings in securities.

5.2 The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the designated persons for a minimum period of three years.

5.3 The Compliance Officer shall place before the Chairman of the Audit Committee or the Board all the reports as and when required by the later.

6. PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT

6.1 Any designated person 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.

6.2 Designated persons of the Company who violate the code of conduct shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligible for future participation in employee stock option plans, etc.

6.3 The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

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

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

Date: 30.05.2015



SWISS GLASCOAT EQUIPMENTS LIMITED

H-106, Phase- IV, G.I.D.C.,
Vithal Udyognagar - 388121 Gujarat.

CIN: L26100GJ1991PLC016173

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

ANNEXURE I

Date:

To,
The Compliance Officer
Swiss Glascoat Equipments Limited

UNDERTAKING REQUIRED PURSUANT TO PARA 3.3-4 OF THE COMPANY'S INSIDER CODE

This Undertaking is executed in favour of the Company by Mr./ Ms. _____ of Swiss Glascoat Equipments Limited who holds _____ shares in Swiss Glascoat Equipments Limited as under:

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

Details of the proposed transaction in Shares of the Company are as under:

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

I confirm that:

- 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.
- I shall hold Shares of the Company for a minimum period of 30 days from the date of acquisition*.

Reasons for sale of shares held for less than 30 days (if applicable)*	
--	--

I hereby undertake and confirm that:

- I do not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.



SWISS GLASCOAT EQUIPMENTS LIMITED

H-106, Phase- IV, G.I.D.C.,
Vithal Udyognagar - 388121 Gujarat.

CIN: L26100GJ1991PLC016173

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

- (b) In case I have access to or receive “Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of the change in my position and that I would completely refrain from dealing in the securities of the company till the time such information becomes public.
- (c) I have not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
- (d) I have made a full and true disclosure in the matter.

I 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.

Thanks & Regards

Name:

Place:

Note: *This application has to be necessarily submitted through electronic mail at the dedicated e-mail id share@glascoat.com and followed by a hard copy.

Sale of securities held for less than 30 days shall be considered only if necessitated by personal emergency



SWISS GLASCOAT EQUIPMENTS LIMITED

H-106, Phase- IV, G.I.D.C.,
Vithal Udyognagar - 388121 Gujarat.

CIN: L26100GJ1991PLC016173

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

ANNEXURE II

Statement of holding of Securities at the time of joining the Company by Director/
Designated Employee/Officer

The Compliance Officer
Swiss Glascoat Equipments Limited

SUB : Disclosure of Shareholding

Following are the details of shares held by me along with my dependent family member as on

Sr. No.	Name of Person	Relationship	No. of Shares Held
1			
2			
3			
4			
5			
6			

Signature: _____

Name: _____

Designation: _____

Date:

Note: *This application has to be necessarily submitted through electronic mail at the dedicated e-mail id share@glascoat.com