***PRICOL** LIMITED*

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

(Adopted on 31st October 2016, amended on 19th March 2019, 12th November 2019, 15th May 2024 and 4th November 2026)

This code has been formulated to regulate, monitor and report trading in the securities and derivatives of the company by its Designated Persons and immediate relatives of the designated persons, in accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 & Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

1. APPLICABILITY

A. This code is applicable to the "designated persons and their immediate relatives".

B. This code is applicable to trading in the Company's securities and derivatives.

2. DEFINITIONS

2.1 **"Compliance officer"** means the Company Secretary of the Company, 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price sensitive information (UPSI), monitoring of trades and implementation of the code under the overall supervision of the Board of Directors of the Company.

2.2 **"Connected person"** means any person who is or has during the 6 (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that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access **AND**

- any person who has been defined as Connected Person **OR** deemed to be connected persons under Regulation 2(d) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

2.3 **"Designated Persons"** of the Company shall mean and include

i) Directors of the company.
ii) Promoters and Promoter Group of the company
iii) Employees in Corporate Finance & Accounts, Secretarial, Strategy / Chairman's / Managing Director's / Whole Time Director's office / Information Technology / Internal Audit Department / Corporate Communication who have access to the UPSI irrespective of their cadre
iv) Employees of material subsidiary(s) of the company, designated on the basis of their functional role or access to UPSI in the organization by their board of directors
v) Chief Executive Officer and employees upto two levels below Chief Executive Officer of the company, irrespective of their functional role in the company or ability to have access to the UPSI.
vi) Chief Executive Officer and employees upto two levels below Chief Executive Officer of material subsidiaries of the company irrespective of their functional role in the company or ability to have access to UPSI
vii) and
viii) Any other person as may be specified by the Compliance Officer / Managing Director from time to time, who may have access to UPSI.

2.4 **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis.

2.5 **"Immediate relative"** means 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.

2.6 **"Insider"** means any person who has been defined as Insider under Regulation 2(g) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any modification thereof.

2.7 **"Promoter & Promoter Group"**

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;

Promoter Group shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof

2.8 **"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;

2.9 **"Unpublished Price sensitive information" or "UPSI"** shall mean as defined under Regulation 2(n) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Words and expressions used and not defined herein shall have the meaning respectively assigned to them under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

3. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

3.1 All Designated persons / Insider should maintain confidentiality of the Unpublished Price Sensitive Information.

3.2 All information shall be handled within the company on a need-to-know basis.

3.3 Unpublished price sensitive information shall not be communicated to any person **except in furtherance of the insider's legitimate purposes**, performance of duties or discharge of his legal obligations.

3.4 To prevent the misuse of Unpublished Price Sensitive Information, the Company **shall adopt a "Chinese Wall" policy which separates those areas of the company** which routinely have access to Unpublished Price Sensitive Information considered **"Inside Areas" from those areas which** are not dealing with the Unpublished Price Sensitive Information considered as **"Public areas".**

3.5 The employees in the Inside Area shall not communicate any Unpublished Price Sensitive Information to anyone in the public areas.

3.6 In exceptional circumstances employees from the public area may be brought **"over the wall" and given Unpublished Price Sensitive Information on a "need to know"** basis, under intimation to the compliance officer.

3.7 Any other persons having contractual or fiduciary relation with the company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company who are expected to have UPSI shall formulate a code of conduct to regulate, monitor and report the trading by its employees and other connected persons towards achieving the compliance of the regulations.

3.8 Misuse of such information shall be strictly avoided.

3.9 Files containing Unpublished Price Sensitive Information shall be kept secure and computer files shall be protected with login ID and passwords.

4. DISCLOSURES

4.1 Initial Disclosures

4.1.1 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 the securities of the company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter. This initial disclosure shall be made to the Company in **Form B.**

4.2 Continual Disclosures

4.2.1 Every promoter, Designated Person and director of the company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a **traded value in excess of ten lakh rupees (Rs.10 lakhs only)**.

4.2.2 The disclosure of the incremental transactions after any disclosure under this code, shall be made when the transactions effected after the prior disclosure cross the threshold specified above in that calendar quarter.

4.2.3 The aforesaid disclosure shall be made in **Form C.**

4.3. Disclosure by the Company

4.3.1 The company shall notify the particulars of the continual disclosures received from the persons referred in 4.2, to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

Provided that, disclosure under Clause 4.2 and 4.3 shall not be required to the extent it is exempted by SEBI (Prohibition of Insider Trading) Regulations, 2015 and circulars issued thereunder.

4.4. Disclosure by the Designated Person

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:

a) immediate relatives
b) persons with whom such designated person(s) shares a material financial relationship
c) 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.

The term "material financial relationship" shall mean as mentioned under SEBI (Prohibition of Insider Trading) Regulations, 2018

4.5 Periodical Reporting Requirements for transaction in securities

4.5.1 Designated persons of the company shall, at the request of Compliance Officer, required to report their own and their immediate relatives level of holdings in securities to the Compliance officer in **Form D**.

4.5.2 The designated person, who has got the approval through pre-clearance for the trade, may report in **Form F,** within 2 days from the execution of trade to the Compliance officer.

4.6 The company shall have a process for how and when people are brought 'inside' on sensitive transactions. Individuals should be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.

5. PREVENTION OF MISUSE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

5.1 Trading window

5.1.1. The trading window will remain closed as per the SEBI (Prohibition of Insider Trading) Regulations – as amended by time to time.

5.1.2. During the period of closure of the trading window, the designated persons and their immediate relatives shall not trade in the securities of the Company.

5.2 Trading Plan

5.2.1 An Insider shall be entitled to formulate a trading plan 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.

5.2.2 Such trading plan shall:**–**

(i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;

(ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;

(iii) entail trading for a period of not less than twelve months;

(iv) not entail overlap of any period for which another trading plan is already in existence;

(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.

5.2.3 The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary, to enable such assessment and to approve and monitor the implementation of the plan.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

5.2.4 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.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information.

5.2.5 The compliance officer shall, upon approval of the trading plan, notify the plan to the stock exchanges on which the securities are listed.

5.3 Trading when Trading Window is Open (Pre clearance for Trade)

5.3.1 When the trading window is open, trading by designated persons shall be subject to pre-clearance by the compliance officer, if the value of securities proposed to be traded exceeds ten lakh rupees (Rupees 10 lakhs only) in one transaction or a series of transactions from the previous pre-clearance given under this code. In case the Compliance officer or his immediate relative wishes to trade in the securities of the company, he should get pre-clearance from the Chief Financial Officer and all the provisions of pre-clearance shall also be applicable to the Compliance officer.

5.3.2 Compliance officer prior to approving any trades, shall seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information.

5.3.3 The designated persons shall make an application for pre-clearance along with the Undertaking in **Form E**, to the Compliance officer. The request can be sent by email to cs@pricol.com.

5.3.4 Compliance officer shall either clear or decline to clear the proposed transaction. He should communicate his decision within 7 days of receipt of request. In case of declining, the reason shall also be informed.

5.3.5 The designated persons shall execute the trades that have been pre-cleared by the compliance officer, within seven trading days**,** failing which fresh pre-clearance would be needed for the trades to be executed.

5.4 Other restrictions

5.4.1 A designated person who is permitted to trade, shall not execute a contra trade within a period of six months after the prior transaction.

5.4.2 The compliance officer may grant relaxation from the strict application of such restriction, for reasons to be recorded in writing provided that such relaxation does not violate these regulations.

5.4.3 If a designated person executes a contra trade, inadvertently or in violation of such a restriction, the profits from such trade shall be remitted to the SEBI for the credit of the Investor Protection and Education Fund administered by the SEBI.

6. SANCTIONS & DISCIPLINARY ACTIONS FOR CONTRAVENTION OF THE CODE OF CONDUCT

6.1 Any designated person who trade 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 Board of Directors of the company.

6.2 Violation of code of conduct shall also be subject to disciplinary action by the board of directors of the company, which may include wage freeze, suspension, recovery, clawback etc.

6.3 The action by the company shall not preclude the SEBI from taking any action in case of violation of the SEBI [Prohibition of Insider Trading], Regulations, 2015.

6.4 Protection against retaliation and victimisation

Any individual who files a Voluntary Information Disclosure Form, to report any alleged violations of Insider Trading Laws in accordance with the Informant mechanism introduced vide SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 dated 17 September 2019, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination.

7. INFORMATION TO SEBI IN CASE OF VIOLATION OF SEBI [PROHIBITION OF INSIDER TRADING] REGULATIONS, 2015

In case it is observed by the Board of Directors of the company, that there has been a violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015, they shall inform the SEBI, promptly.

8. REPORTING

The Compliance Officer will submit a report on an annual basis to the Chairman of the Audit Committee, instances of violation of the Code or the Regulation by any person and on the disclosures, Trading Plans and pre- clearances approved and rejected.

9. AMENDMENT

The Board of the Company reserves its right to amend or modify this Code in whole or in part, as and when deemed fit.

In case of any provision(s), amendments(s), clarification(s), circulars(s) etc, issued by the relevant authorities, not being consistent with the provisions laid down under this code, then such provision(s), amendment(s), clarification(s), circulars(s) etc. shall prevail upon the provisions hereunder and this code shall stand amended accordingly from the effective date as laid down under such provision(s), amendment(s), clarifications(s), circular(s) etc.

10. CONCLUSION

All Designated Persons are advised to familiarize themselves with the SEBI Regulations and comply with the same, as well as with this Code; both in letter and in spirit. Designated Persons are also advised to ensure compliance by their Immediate Relatives.

For any assistance or clarifications, kindly contact the Compliance Officer of the Company at cs@pricol.com or at the following address M/s Pricol Limited, Secretarial Department, 109 Race Course, Coimbatore – 641 018, India.

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FORM B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6 (2) – Disclosure on becoming a KMP / Director / Promoter / Member of Promoter Group]

Name of the company: _____

ISIN of the company: _____

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

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (KMP/Director or Promoter or member of the Promoter group / immediate relative to / others, etc)	Date of appointment of KMP / Director OR Date of becoming Promoter / member of the Promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding	Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7	8	9	10	11	12

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

Note: *Note: In case of Options, notional value shall be calculated based on premium plus strike price of options*

Name & 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)-Continual Disclosure]

Name of the company:

ISIN of the company:

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2)

Name, PAN., CIN/ DIN & address of with contact nos.	Category of Person (Promoter/ member of the promoter group/designated person/ Director s/immediate relative to/othersetc.)	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Shareholding held post acquisition / disposal		Date of allotment advice/ acquisition of shares/ disposal of shares specify		Date of intimation to company	Mode of acquisition/ disposal (on market/ public rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of Securities (For eg. – Shares, Warrants, Convertible Debentures, Rights Entitlements, etc)	No and % of share holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etcetc.)	No	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Othersplease specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No and % of share holding	From	To			
1	2	3	4	5		7	8	9	10	11	12	13	14	15

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
(ii) Value of transaction excludes taxes/brokerage/any other charges

FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (2) read with Regulation 6 (2)-Continual Disclosure]

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	**Buy**		**Sell**		
		Notional Value	No. of units (contracts * lot size)	Notional Value	No. of units (contracts * lot size)	
16	**17**	**18**	**19**	**20**	**21**	**22**

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & 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

Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition / disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice / acquisition of shares/ disposal of shares specify		Date of intimation to company	Mode of acquisition/disposal (on market/ public/ rights/ Preferential offer / off market/ Inter- se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of securities (For eg.– Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of Share holding	Type of securities (For eg. – Shares, Warrants Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/ Sale/Pledge /Revocation /Invocation/ Others- please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	From	To			
1	**2**	**3**	**4**	**5**	**6**	**7**	**8**	**9**	**10**	**11**	**12**	**13**	**14**	**15**

Note: (i) *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*
(ii) *Value of transaction excludes taxes/brokerage/any other charges*

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

Details of trading in derivatives on the securities of the company by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	**Buy**		**Sell**		
		Notional Value	No. of units (contracts * lot size)	Notional Value	No. of units (contracts * lot size)	
16	**17**	**18**	**19**	**20**	**21**	**22**

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

Form E

FORMAT OF APPLICATION FOR PRE-CLEARANCE

Date:

To,
The Compliance Officer
Pricol Limited
109 Race Course
Coimbatore – 641 018

Dear Sir/Madam,

Application for Pre-clearance for trading 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 trade (purchase / sale / subscription etc) of _____ equity shares of the Company as per details given below:

1.	Name of the applicant	
2.	Designation	
3.	Name of the person, who is trading	
4.	Number of securities held as on date a) By the applicant b) By the person executing trade	
5.	Folio No. / DP ID / Client ID No.	
6.	The Proposal is for a) Purchase of securities b) Subscription to securities c) Sale of securities	
7.	Proposed date of trading in securities	
8.	Estimated number of securities proposed to be acquired/subscribed/sold	
9.	Price at which the transaction is proposed	
10.	Current market price (as on date of application)	
11.	Whether the proposed transaction will be through stock exchange or off-market deal	
12.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I hereby confirm and declare 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. 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.

Contd.. 2

b. I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.
c. If approval is granted, I shall execute the trade within 7 days of the receipt of approval failing which I shall seek pre-clearance again, if necessary.
d. I undertake to submit the necessary report within two days of execution of the transaction / **a 'Nil' report if the transaction is not undertaken (within 9 days from the dat**e of pre-clearance).
e. I have made full and true disclosure in the matter.

Yours faithfully,

(Signature of Applicant)

For the use of Compliance Officer:

Date of receipt of application	Approval Date	Approval Number	Compliance Officer's Signature

Form F

Format for Reporting of trades executed

Date:

To,
The Compliance Officer
Pricol Limited
109 Race Course
Coimbatore **–** 641 018

Dear Sir/Madam,

Reporting of trades executed after pre-clearance

Pre-Clearance approval no & Date:		
Name of the Applicant for pre-clearance		
Details of Person who executed the trade a. Name b. Address b. PAN		
No & Value of shares held by the Person who executed the trade	No. of share	Value of Share
Before this trade (opening)		
Current trade (Buy / Sale etc)		
After the trade (Closing)		
Mode of acquisition (market purchase / public / Rights / preferential offer etc.)		
Date of trade		
Exchange on which the trade was executed		

Signature of the Applicant

Name :

Place :

Date :