



Syncom Formulations (India) Limited

A WHO-GMP & ISO 9001-2015 Certified Company

CIN No. : L24239MH1988PLC047759

SYNCOM/SE/2020-21

18th August, 2020

Online filing at www.listing.bseindia.com

To,
The General Manager
DCS-CRD
BSE Ltd.
Dalal Street, Fort,
MUMBAI-400001

BSE CODE: 524470

Subject: Submission of Amended Code of Conduct under Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, we would like to enclose herewith the following Code of Conduct as amended and approved by the Board of Directors of the Company at their meeting held on Friday, 14th August, 2020.

Kindly note that the aforesaid amended Code shall be applicable w.e.f. 17th July, 2020 and the same is hosted on the Website of the company.

We request you to please take on record the above said document for your information and further needful.

Thanking You,
Yours Faithfully

For, SYNCOM FORMULATIONS (INDIA) LIMITED

**CS SHUBHAM DUBEY
COMPANY SECRETARY &
COMPLIANCE OFFICER**

Encl: Copy of Amended Policy



Bringing a smile on every face...

Code of Conduct of Syncom Formulations (India) Limited

Under

SEBI (Prohibition of Insider Trading) Regulations, 2015

This code may be called as code of conduct of **Syncom Formulations (India) Limited**(SFIL) for prevention of Insider Trading. The Board of SFIL has initially framed this code by taking approval of Board on 12/Feb/2015 and was further amended due to amendments made in the SEBI (PIT) Regulations on 14/Feb/2019 and now due to further amendment in the SEBI (PIT), Regulations, 2015 it is further amended in the board meeting held on 14/Aug/2020.

This Code can be subsequently modified/amended/alterd by Directors/Compliance Officer authorized by the Board. But in case of any statutory modification or amendment or alteration of the provisions of SEBI (Prohibition of Insider Trading), Regulations 2015, the newly modified /amended / altered provisions of the Regulation shall be placed before the Board of Directors of the SFIL for noting and the amended code shall be deemed to be implemented effective from the date of approval of the same by the Board.

1. PREAMBLE

Insider trading means dealing in securities of a listed company traded on any Stock Exchange in India by insiders which term includes Directors, Officers, connected persons and Designated Employees of SFIL based on or when in possession of unpublished price sensitive information (UPSI). Such trading by Insiders erodes the investors' confidence in the integrity of the management and is unhealthy for the capital markets.

The SEBI, as part of its efforts to protect the interest of investors in general, had issued the SEBI (Prohibition of Insider Trading) Regulations, 2015, under the powers conferred on it by the SEBI Act, 1992, which is made applicable to all companies whose shares were listed on Indian stock exchanges.

2. APPLICABILITY

This code shall be applicable to all the Promoter, member of the promoter group, Designated Employees, Specified persons, immediate relatives, Legitimate Purpose and connected persons which includes (Fiduciaries and Intermediaries) of SFIL and shall come into effect from the date of listing of Equity Shares of the Company on a stock exchange in India subsequent to an initial public offering of the Equity Shares of the Company.

3. DEFINITIONS

- a) **Act** - means the Securities & Exchange Board of India Act, 1992.
- b) **Board** - shall mean the Securities and Exchange Board of India.
- c) **Board of Director** - means the Board of Directors of Syncom Formulations (India) Limited.
- d) **Body Corporate** - means a body corporate as defined under Sub section 11 of Section 2 of the Companies Act, 2013.
- e) **Code** - means this Code of Conduct for Prevention of Insider Trading including modifications made thereto from time-to-time.
- f) **Compliance Officer** - means CFO or such other senior officer nominated from time to time, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under SEBI PIT Regulations, 2015 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 under SEBI PIT Regulations, 2015 under the overall supervision of the Board of Directors of the Company.
- g) **Connected person** – means - As defined in SEBI (Insider Trading) Regulation, 2015 which is as under:
 - (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 a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

NOTE: It is intended that a connected person is one who has a connection with the company that is expected to put him in possession of unpublished price sensitive information. Immediate relatives and other categories of persons specified above are also presumed to be connected persons but such a presumption is a deeming legal fiction and is rebuttable. This definition is also intended to bring into its ambit persons who may not seemingly occupy any position in a company but are in regular touch with the company and its officers and are involved in the know of the company's operations. It is intended to bring within its ambit those who would have access to or could access unpublished price sensitive information about the company by virtue of any connection that would put them in possession of unpublished price sensitive information.

NOTE: It is intended that the immediate relatives of a "connected person" too become connected persons for purposes of these regulations. Indeed, this is a rebuttable presumption.

- h) **"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 listed on Stock Exchanges either a principal or agent.
- i) **Designated Employees- shall mean and include – Top two tier of SFIL Management, namely:**
 - i. Chief Executive Officer (CEO), Chief Financial Officer (CFO);
 - ii. Senior Manager and above of all the departments of SFIL;
- j) **"Designated Persons"** means
 - i. All Promoters of the Company;
 - ii. Members of the Board of Directors of the Company including executive or non-executive or independent or nominee directors;
 - iii. Key Managerial Personnel (KMP) of the Company;
 - iv. All Employees or Sr. Manager and above in the Finance & Accounts, Risk & Internal Audit, Legal, Secretarial, Compliance, Treasury, Investor Relations, Human Resource, IT and Team handling the Business & Operations, as may be determined by the Compliance Officer;
 - v. Other employees designated by the Compliance Officer from time to time;
 - vi. Any support staff of the Company such as IT staff or Secretarial staff who have access to Unpublished Price Sensitive Information;
 - vii. Employees of material subsidiaries of the Company designated on the basis of their functional role or access to Unpublished Price Sensitive Information in the organization by their board of directors;
 - viii. Chief Executive Officer (CEO) and employees upto two level below CEO of the Company and material subsidiary, irrespective of their functional role in the Company or its material subsidiary or ability to have access to unpublished price sensitive information;
 - ix. Any other Connected Person designated by the Company in consultation with the Compliance Officer based on their function and role; and
 - x. Immediate relative of (i) to (ix) above.
- k) **Director-** means Directors on the Board of SFIL, both Executive and Non-Executive.
- l) **Employee** means every employee of the Company (whether working in India or abroad) including the Directors in the employment of the Company.
- m) **Fiduciaries** - is referred as Professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising to SFIL.
- n) **Generally available information-** means information that is accessible to the public on a non-discriminatory basis;
- o) **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;
- p) **Insider-** means any person who,
 - (i) a connected person; or
 - (ii) in possession of or in receipt of unpublished price sensitive information pursuant to legitimate purpose or having access to unpublished price sensitive information;

- q) **Legitimate Purpose**- shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.
- r) **Officer**-shall have the meaning assigned to it under the Companies Act, 2013
- s) **Promoter**- shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- t) **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;
- u) **Regulation**- means Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations 2015 as amended from time to time.
- v) **Securities**- shall mean the Equity Shares of SFIL and such other securities of SFIL issued from time to time as may be specified by the Board of SFIL.
- w) **Specified Persons** means all Directors, Employees and Connected Persons of the Company (including all Designated Persons)
- x) **The Company**- means Syncom Formulations (India) Limited (SFIL)
- y) **"Material Subsidiary"** shall have the meaning assigned to it under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendment or modification thereof
- z) **Trading**- means and includes subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities and "trade" shall be construed accordingly.
 - aa) **Trading day**- means a day on which the recognized stock exchanges are open for trading;
 - bb) **Trading Window**- means the period during which the Promoter, member of the promoter group, Designated Employees, Specified persons, immediate relatives and connected persons.
 - cc) **"Investor Protection and Education Fund"** means the Investor Protection and Education Fund created by the Board under section 11 of the Act.
 - dd) **Unpublished price sensitive information** - 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: –
 - (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel; and

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those regulations.

4. CODE

1. COMPLIANCE OFFICER - APPOINTMENT AND DUTIES

1.1 The Board of the Company shall appoint the CFO as the Compliance Officer to ensure compliance and for effective implementation of the Regulations and also this Code across the Company.

1.2 The Compliance Officer shall report to the Board of the Company.

1.3 The CFO shall hold the position of the Compliance Officer so long as he/she remains the CFO. In the event of the office of the CFO falling vacant till such time as a successor is appointed, the Managing Director shall, in the interim period act as the Compliance Officer.

1.4 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.

1.5 The Compliance Officer shall act as the focal point for dealings with SEBI in connection with all matters relating to the compliance and effective implementation of the Regulations and this Code.

1.6 The Compliance Officer shall be responsible for:

- (a) setting forth policies in relation to the implementation of the Code and the Regulations in consultation with the Board/Audit Committee.
- (b) prescribing procedures for various activities referred to in the Code.
- (c) compliance with the policies and procedures referred hereinabove.
- (d) monitoring adherence to the rules for the preservation of UPSI.
- (e) grant of pre-trading approvals to the Designated Persons for trading in the Company's Securities by them / their Immediate Relatives and monitoring of such trading
- (f) implementation of this Code under the general supervision of the Audit Committee and the overall supervision of the Board of the Company.
- (g) the Compliance Officer shall maintain a record (either manual or in electronic form) of the Designated Persons and their Immediate Relatives and changes thereto from time-to-time.
- (h) the Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the Regulations and this Code.
- (i) the Compliance Officer shall place status reports before the Chairman of the Audit Committee, detailing Trading in the Securities by the Designated Persons along with the documents that such persons had executed in accordance with the pre-trading procedure prescribed under the Code on a quarterly basis.

2. PRESERVATION OF PRICE SENSITIVE INFORMATION.

2.1 All insider including Designated Employees, Specified persons, immediate relatives and Connected Persons shall maintain the confidentiality of all Price Sensitive Information. Insider including Designated Persons, Directors, Officers and Designated Employees and Connected Persons shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities.

No Insider including Designated Persons, (and their immediate relatives) and Connected Persons which includes (Fiduciaries and Intermediaries) shall trade in securities of the Company on a stock exchange when in possession of unpublished price sensitive information.

2.2 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 SFIL who need the information to discharge their duty. This means the UPSI shall be disclosed only to those persons who need to know the same in furtherance of a legitimate purpose, the course of performance or discharge of their duty and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

2.3 Need to Know:

- i. "need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those 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.
- ii. All non-public information directly received by any employee should immediately be reported to the Compliance Officer.

2.4 Limited access to confidential information:

Designated Persons' privacy to confidential information shall, in preserving the confidentiality of information, and to prevent its wrongful dissemination, adopt among others, the following safeguards:

- i. files containing confidential information shall be kept secure.
- ii. computer files must have adequate security of login through a password.
- iii. follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time-to-time in consultation with the person in charge of the information technology function.

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

2.6 Preservation of misuse of "Price Sensitive Information".

To comply with this confidentiality obligation, the Designated Persons shall not discuss UPSI in public places and recommend to anyone that they may undertake Trading in Securities of the Company while being in possession, control or knowledge of UPSI,

2.7 Prohibition on dealing, communicating or counselling on matters relating to Insider Trading:

No Designated Persons shall –

- (a) either on his own behalf, or on behalf of any other person, trade in securities of the Company when in the possession of any Unpublished Price Sensitive Information; and

- (b) communicate, counsel or procure, directly or indirectly any Unpublished Price Sensitive Information to any person. However, these restrictions shall not be applicable to any communication required in furtherance of Legitimate Purposes or performance of duties or discharge of legal obligations.

2.8 Trading Restrictions

- i. **All Designated Persons shall be subject to trading restrictions as enumerated below:-**
The period prior to declaration of Unpublished Price Sensitive Information is particularly sensitive for transactions in the Company's securities. This sensitivity is due to the fact that the Designated Persons will, during that period, often possess Unpublished Price Sensitive Information. During such sensitive times, the Designated Persons will have to forego the opportunity of trading in the Company's securities.
- All Insider including Designated Persons of the Company (including their immediate relatives) shall not deal in the securities of the Company when the trading window is closed. The period during which the trading window is closed shall be termed as prohibited period.
- ii. **The trading window shall be, inter alia closed at the time: -**
- Declaration of financial results (quarterly, half-yearly and annually).
 - Declaration of dividends (interim and final).
 - change in capital structure.
 - Any major expansion plans or execution of new projects i.e. Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions.
 - Disposal of whole or substantially whole of the undertaking.
 - Any changes in policies, plans or operations of SFIL.
 - changes in key managerial personnel, and
 - any other matter which is likely to be price sensitive.
- iii. As regards declaration of dividend and other matters referred to in (c) to (i) above, the Managing Director/ Chief Executive Officer shall, well before initiation of such activity/ project, form a core team of Employees who would work on such assignment. The Managing Director/ Chief Executive Officer shall also designate a senior Employee who would be in-charge of the project. Such team members will execute an undertaking not to deal in the Securities of the Company till the UPSI regarding the activity /project is made generally available or the activity/project is abandoned and the Trading Window would be regarded as closed for them. Such core team may share information related to the activity/project with any Connected Person only on a need to know basis for any advice or guidance required from such Connected Person, provided that such person are bound by confidentiality and undertake not to breach the Regulations.
- iv. The trading window shall be closed when the compliance officer determines that a 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.
- v. **Closure of trading window:-**
- For the Financial results/dividends shall commence from the end of quarter/year as per the BSE circular number LIST/COMP/01/2019-20 dated 02.04.2019, and shall be re-opened 48 hours after submission of Financial results to Stock Exchange;**
 - In other cases shall commence 12 days before the date of meetings of Board of Directors of the company are held to consider any of the items referred herein above except, declaration of financial results/dividend, unless decided otherwise by the Board and shall be re-opened 48 hours after information referred herein above, is made public;**
- vi. **All the Designated Persons shall strictly conduct all their Trading in the Securities of the Company only when the Trading Window is open and no Designated Person or their Immediate Relatives shall trade in the Securities of the Company during the period the Trading Window is closed or during any other similar period as may be specified by the Compliance Officer from time-to-time.**
- vii. The period prior to declaration of Unpublished Price Sensitive Information is particularly sensitive for transactions in the Company's securities. This sensitivity is due to the fact that the Designated Persons will, during that period, often possess Unpublished Price Sensitive Information. During such sensitive times, the Designated Persons will have to forego the opportunity of trading in the Company's securities.
- viii. All Insider including Designated Persons of the Company (including their immediate relatives) shall not deal in the securities of the Company when the trading window is closed. The period during which the trading window is closed shall be termed as prohibited period.
- ix. When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.
- 2.9 **All Directors, Officers and Designated Employees, connected persons shall not engage in dealing in securities, whether on their own account or on behalf of the immediate relatives and shall ensure that their immediate relatives shall also not engage in Dealing in Securities on their own account, if such Director, Officer Connected person or Designated Employees is in possession of any unpublished price sensitive information.**

2.10 The trading window restrictions mentioned in clause 2.8 shall not apply in respect of:

- a) transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulation 4 of the Regulations and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the Board;

Explanation: In case of any pledge of shares (including by way of top-up) to be created by a designated person in order to meet the requirement under an agreement / preexisting commitment, the compliance officer shall respond to the pre clearance request within 24 hours.

- b) transactions which are undertaken in accordance with respective regulations made by the Board such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buyback offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the Board from time to time].

3. TRADING PLAN

Every Designated Person shall obtain a *pre-trading* approval as per the procedure prescribed hereunder for any Trading in the Securities of the Company proposed to be undertaken by such Designated Person / his / her Immediate Relatives. Such *pre-trading* approval would be necessary, only if the cumulative trading (including trading in derivatives of Securities, if permitted by law) whether in one transaction or a series of transactions in any financial year exceeds Rs. 10 lakhs (market value).

- 3.1 An insider shall 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.
- 3.2 Insider shall submit trading plan before six months from commencement of trading.
- 3.3 Insider shall not enter into the transaction between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by SFIL of the securities and the second trading day after the disclosure of such financial results.
- 3.4 entail trading for a period of not less than 12 months.
- 3.5 If another trading plan is already in existence no other plan shall not be accepted covering the same time period.
- 3.6 Not entail trading in securities for market abuse.
- 3.7 Insider in his trading plan shall set out number of Securities to be traded along with the nature of the trade and time gap between the trade and dates on which such trade shall be affected.
- 3.8 The Compliance officer shall review the trading plan, approve and monitor the implementation of the plan.
- 3.9 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.
- 3.10 The Insider shall not execute the aforesaid trading plan 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, Insider shall execute trading plan when such information shall become public.
- 3.11 After approval the trading plan Compliance Officer shall inform the BSE about the approved trading plan and the same will be broadcast on Company's website.
- 3.12 Insider shall submit trading plan along with the declaration and application in "Annexure – 1 to 3" or any other format specified by SEBI or BSE.

4. TRADING WINDOW AND WINDOW CLOSURE

- 4.1 (i) The trading period, i.e. the trading period of the stock exchanges, called 'trading window', is available for trading in the Company's securities.
 - (ii) The trading window shall be, inter alia, closed 7 days or as decided by Compliance Officer from time to time prior to the unpublished price sensitive information is published.
 - (iii) When the trading window is closed, the Specified Persons shall not trade in the Company's securities in such period.
 - (iv) 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 any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in point no. (ii) above or during any other period as may be specified by the Company from time to time.
 - (v) 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 is closed.
- 4.2 The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. It is the duty of the designated employees to inform the immediate relatives about the closure of trading window, as and when communicated by the Company and ensure that they do not deal in the securities of the Company. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.
- 4.3 The Compliance Officer after taking into account various factors including the unpublished price sensitive information 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 hours after the information becomes generally available.

- 4.4 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.

5. PRE-CLEARANCE OF TRADES

- 5.1 All Directors, Officers, Designated employees of SFIL and Connected Persons who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trades is above Rupees Ten Lakhs (Rs. 10,00,000/-), should pre-clear the transaction. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed and hence, he shall not be allowed to trade.
- 5.2 An application may be made in prescribed format (Annexure 2) to the Compliance Officer indicating the estimated number of shares that the Insider intends to deal in, the depository with which he/she has an account and the details as to his/her shareholding before and after the intended transaction.
- 5.3 An undertaking (Annexure 3) shall be executed in favour of the company by such directors, officers, designated employees incorporating, inter alia, the following clauses, as may be applicable :
- a) That the directors, officers, designated employees do 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 SFIL 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 SFIL from time to time.
 - d) That he/she has made a full and true disclosure in the matter.

6. INSIDERS TO MAINTAIN DIGITAL DATABASE

- 6.1 The Insiders shall ensure that a structured digital database is to be maintained containing the nature of unpublished price sensitive information and names of such persons or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
- 6.2 The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

7. COMPLIANCE OFFICER TO MAINTAIN THE RECORD OF DESIGNATED PERSONS AND RELATED PERSONS TO THEM

Compliance Officer is required to take the following details from Designated persons, immediate relatives and persons with whom such designated person(s) shares a material financial relationship.

I. ON ANNUAL BASIS (On further change of information):

- i. Name of the immediate relatives and persons with whom such designated person(s) shares a material financial relationship;
- ii. Permanent Account Number or any other identifier authorized by law of the following persons to the company;
- iii. Phone, mobile and cell numbers which are used by them

II. ON ONE TIME BASIS:

- i. the names of educational institutions from which designated persons have graduated
- ii. names of their past employers.

The term "**material financial relationship**" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions."

8. OTHER RESTRICTIONS

- 8.1 All directors, officers, designated employees their dependents and Connected Persons shall execute their order in respect of securities of SFIL 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 directors, officers, designated employees must pre-clear the transaction again.
- 8.2 **Contra Trade:** All directors/ officers/ designated employees who buy or sell and number of shares of SFIL shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All directors/ officers/designated employees shall also not take positions in derivative transactions in the shares of SFIL at any time.
- In the case of subscription in the primary market (initial public offers), the above-mentioned persons shall hold their investments for a minimum period as specified in the Securities and Exchange Board of India (Issue

of Capital and Disclosure Requirements) Regulations, 2009. The holding period would commence when the securities are actually allotted.

The compliance officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the "Investor Protection and Education Fund" administered by the "Board" under the Act.

- 8.3 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.
- 8.4 SFIL will have a process to ascertain how and when people are brought 'inside' on sensitive transactions. Proposed Insider 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.

9. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES INITIAL DISCLOSURES

Initial Disclosures

- 9.1 Every promoter, member of the promoter group, key managerial personnel and director of every company whose securities are listed on any recognized stock exchange shall disclose his latest holding of Securities of SFIL mentioning date of holding within thirty days of these CODE taking effect;
- 9.2 Every person on appointment as key managerial personnel or a director of SFIL or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of SFIL as on the date of appointment or becoming a promoter, to SFIL within seven (7) days of such appointment or becoming a promoter to SFIL / Compliance Officer.

Continual Disclosures.

- 9.3 Every promoter, member of the promoter group, designated person and director of every company shall disclose to SFIL 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 or such other value as may be specified by SEBI time to time.
- 9.4 Compliance Officer of SFIL shall notify the particulars of such trading 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.
- The above disclosures shall be made in such form and such manner as may be specified by the Board from time to time.

Disclosures by other connected persons.

- 9.5 Disclosures shall be made as per the SEBI (Insider Trading) Regulation, 2015.
- Any company whose securities are listed on a stock exchange may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with these regulations.
- 9.6 Compliance Officer shall maintain records of all the declarations in the appropriate form given by the directors, officers, designated employees for a minimum period of three years.
- 9.7 The Compliance Officer shall place before the Managing Director or Chief Executive Officer or Chief Financial Officer or a committee specified by SFIL, on a monthly basis all the details of the dealing in the securities by Director, Officer, Designated Employees of SFIL and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this code.
- 9.8 Compliance Officer shall take the Code of Conduct from Intermediaries and Fiduciaries of SFIL as prescribed in Schedule C of SEBI (PIT) Regulations, 2015.

9.9. Disclosures

In addition to disclosures mentioned under Clause 9 of this Code, all Designated Persons of the Company shall be required to forward following details to the Compliance Officer:

- i. All holdings in securities of the Company at the time of joining the Company in the format set out in Annexure-6, as amended from time to time.
- ii. In respect of existing Designated Persons, all holdings in securities of the Company as on the date specified by the Compliance Officer in the format set out in Annexure-7, as amended from time to time;
- iii. Annual statement of all holdings in securities of the Company in the format set out in Annexure-8, as amended from time to time, as on March 31 of each year, before April 15 of that year; and
- iv. Disclose names and Permanent Account Number or any other identifier authorized by law of the following persons on an annual basis and as when the information changes:
 - a) immediate relatives;
 - b) persons with whom such Designated Person(s) shares a material financial relationship; and
 - c) Phone and mobile numbers which are used by them.

It is clarified that the term "material financial relationship" shall have the meaning assigned to it under the Regulations.

Further, by April 30, 2019, the Designated Person(s) or within 30 days of being designated as a Designated Person, the name(s) of educational institutions from which Designated Person(s) have graduated and name(s) of their past employers shall be disclosed to the Compliance Officer.

10. DISSEMINATION OF PRICE SENSITIVE INFORMATION

10.1 No information shall be passed by Specified Persons by way of making a recommendation for the purchase or sale of securities of the Company.

10.2 Disclosure / dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

10.3 The following guidelines shall be followed while dealing with analysts and institutional investors:

- i. Only public information to be provided.
- ii. At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- iii. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- iv. Simultaneous release of information after every such meet.

11. INQUIRY (PREVENTION OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION)

The Company has formulated written policies and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information.

Employees can raise concerns against any leak /suspected leak of UPSI or unethical use of UPSI in accordance with the Provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

Employee who reports alleged violations of insider trading laws will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination to such employee.

The Company shall initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information.

The Enquiry Committee shall review and undertake further inquiry in case of leak or suspicion. In case of leak of any UPSI of the Company, the Investigating Officer will undertake the procedure as provided under the whistle blower policy of the Company.

Further the report of the Enquiry shall be placed before the Board of Directors, stating the nature of leak, inquiries undertaken and results of such inquiries.

12. PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT

12.1 Every designated employee, specified persons, immediate relatives and connected persons (which shall include Intermediaries and Fiduciaries) shall be individually responsible for complying with the applicable provisions of this Code (including to the extent the provisions hereof are applicable to their Immediate Relatives).

12.2 The persons who violate this Code shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action which in respect of an Employee may include wage freeze, suspension or termination of employment.

12.3 Action taken by the Company for violation of the Regulations and the Code against any person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.

12.4 Under Section 15G of the SEBI Act, any Insider who indulges in insider trading in contravention of Regulation 3 is liable to a penalty which shall not be less than Rs. 10 lakhs but which may extend to Rs.25 crores or three times the amount of profits made out of insider trading, whichever is higher.

12.5 Under Section 24 of the SEBI Act, anyone who contravenes the Regulations is punishable with imprisonment for a maximum period of ten years or with fine which may extend to Rs.25 crores or with both. Further, in case any person fails to pay the penalty imposed by the adjudicating officer or fails to comply with any of his directions or orders, he shall be punishable with imprisonment for a term which shall not be less than one month but which may extend to ten years, or with fine, which may extend to twenty-five crores or with both.

12.6 In case it is observed by the Compliance Officer that there has been a violation of the Regulations by any person, he/she shall forthwith inform the Audit Committee of the Company about the violation. The penal action will be initiated on obtaining suitable directions from the Audit Committee. The Compliance Officer shall simultaneously inform SEBI about such violation. The person, against whom information has been furnished by the Company/Compliance Officer to SEBI for violations of the Regulations/Code, shall provide all information and render necessary cooperation as may be required by the Company/Compliance Officer or SEBI in this connection.

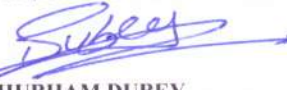
13. INFORMATION TO SEBI IN CASE OF VIOLATION OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

In case it is observed by SFIL/ Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 the Compliance Officer shall inform the SEBI promptly on becoming aware of the violations of the Regulations.

PLACE: INDORE
DATE: 14.08.2020



By order of the Board
FOR, SYNCOM FORMULATIONS (INDIA) LIMITED


SHUBHAM DUBEY
COMPANY SECRETARY &
COMPLIANCE OFFICER

Trading Plan

(Under Code of Conduct of the Company read with SEBI Insider Trading regulation, 2015)

To,
The Compliance Officer
Syncom Formulations (India)Limited

Dear Sir /Madam

Ref: DP's name :.....
DP ID :.....
CLIENT ID :.....
Name of insider :.....
Address :.....

Your approval is solicited for proposed Trading Plan purchase & sale of securities of the Company in physical / demats form. I am furnishing details of trade to be made in six month after approval of the proposed trading plan: -

<i>Sl. No.</i>	<i>Nature of Trade</i>	<i>Number of Securities to be trade</i>	<i>Time intervals between Two Trades</i>	<i>Date of propose trade</i>

1. I am confirmthat I do not have access to the unpublished price sensitive information and also have not received unpublished price sensitive information till today;
 2. that in case I have access to the price sensitive information or receives it after approving the trading plan I shall inform the change and refrain from dealing in securities till the information becomes public;
 3. that I have not contravened the code of conduct for prevention of insider trading as notified by the Company
 4. that whatever is stated above is true and correct to the best of knowledge and nothing has been concealed.
 5. Further I undertake to submit report on trade within 2 days from date of execution of trade or submit a 'Nil' report if no trade was executed
- Yours truly

Signature
Name.....
Designation.....
Employee Code no.....

(Annexure-2)

Application for pre-clearance of trade

(Under Code of Conduct of the Company read with Insider Trading regulation, 2015)

To,
The Compliance Officer
Syncom Formulations (India)Limited

Dear Sir /Madam

Ref: DP's name :.....
DP ID :.....
CLIENT ID :.....
Name of insider :.....
Address :.....

Your approval is solicited for purchase/sale of _____ securities of the Company in physical / demat form.

I state on solemn affirmation:

1. that I am Director/Officer/Designated Employee of the Company who may reasonably be expected to have an access to unpublished price sensitive information in relation to the Company;
2. that I intend to purchase/sale_____ (state No. of securities) securities of the Company in physical/demat form immediately on receipt of clearance for trade;
3. that I am aware of the code of conduct for Prohibition of Insider Trading (PIT) and that the provisions are applicable to me.
4. that I do not have access to the unpublished price sensitive information and also have not received unpublished price sensitive information till today;
5. that in case I have access to the price sensitive information or receives it after signing this undertaking, I shall inform the change and refrain from dealing in securities till the information becomes public;
6. that I have not contravened the code of conduct for prevention of insider trading as notified by the Company
7. I will hold/not repurchase such equity shares/listed securities for a minimum period of thirty days from the date of purchase/sale.
8. In case of non-execution of transaction by me within 7 trading days from the date of permission for purchase/sale, I will again take the clearance for the same.
9. that whatever is stated above is true and correct to the best of knowledge and nothing has been concealed.
10. Further I undertake to submit report on trade within 2 days from date of execution of trade or submit a 'Nil' report if no trade was executed

Yours truly

Signature
Name.....
Designation.....
Employee Code no.....

UNDERTAKING

I _____ aged about __years, Son of _____working in the capacity of _____ in Syncom Formulations (India)Limited (hereinafter referred to as 'Company') do hereby solemnly declare and undertake as under:

1. that I am working with the company with effect from _____.
2. that as on date I do not possess/own any shares of the company or I have purchased ____ nos. of shares of the Company from open market. (strike out which is not applicable)
3. that I have received and read the Company's code of conduct and agree to comply with the Company's code of conduct and ethics from time to time.
4. that I do not have any access or has not received "Price Sensitive Information" upto the time of signing the undertaking.
5. In the event that I have access to or receive "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction for which approval is sought, I shall inform the compliance officer of the Company 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.
6. that I shall not communicate, counsel or procure directly and indirectly any unpublished Price Sensitive Information (PSI) as mentioned in Company's code of conduct to any person who while in possession of such unpublished PSI & shall keep the confidential information which is in my possession secured.
7. that I shall provide Initial disclosure about shareholding in the requisite form to the compliance officer of the Company.
8. that I shall undertake to seek pre-clearance of the compliance officer for any securities transaction and shall make an application, submit required forms duly filled and signed.
9. that I shall give annual statement of shareholding in Company's securities by 30th April of every year along with my dependent.
10. that I have not contravened the code of conduct for prevention of insider trading as notified by the Company and shall be fully liable in any event of contravention/noncompliance of the same.
11. Further I undertake to submit report on trade within 2 days from date of execution of trade or submit a 'Nil' report if no trade was executed
12. That I have made a full and true disclosure in the matter

Signature :.....
 Date :.....
 Name :.....
 Place :.....
 Emp. Code :.....

Approval of Trading Plan

1. I,Compliance Officer of the Company, have reviewed the Trading Plan submitted by the Insider of the Company and Insider has furnished all the information/undertaking which I have demanded.
2. The aforesaid plan is not violating any code of conduct and SEBI (Insider Trading) Regulation, 2015.
3. I shall monitor the implement of the Plan.

By the Orders of the Board

For, Syncom Formulations (India) Limited

.....
Company Secretary