CENTURY ENKA LIMITED

Circular

Ref: WD/LC/10 Date: 15.05.2015

CODE OF CONDUCT FOR DEALING IN EQUITY SHARES AND OTHER LISTED SECURITIES OF CENTURY ENKA LIMITED ("CEL")

Pursuant to SEBI (Prohibition of Insider Trading) Regulations 2015

INTRODUCTION

Insider trading fuel speculation in the stock market about the price of the shares/securities and the average investor who does not have access to such insider information is placed at a disadvantage. This kind of misuse by the connected person, erodes investor confidence in the company and the integrity of the management of the Company and is unethical and illegal and prohibited by virtue of the SEBI Regulations.

The objective of prescribing this Code is to primarily ensure that the connected person dealing in the shares/securities at a time when any price sensitive information that could be known to him/her is also reasonably made known/is available to the public at large and that both are reasonably aware/ have access to such information. The objective is also to prohibit speculative dealings by the connected person.

1. **DEFINITIONS**

- 1.1 "Compliance Officer" The Company Secretary of Century Enka Limited (CEL) (hereinafter referred "the Company") will be the Compliance Officer to monitor the compliance of this code and of the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- 1.2 "Connected person" means :-
 - (i) any person who is or has during the six months prior to the concerned act been associated with the 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himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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) A person shall be "Deemed to be connected persons" falling within the following categories unless the contrary is established -
 - (a) an immediate relative of connected persons specified in sub-clause (i) above; or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in section 12 of the Securities and Exchange Board of India Act, 1992 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 recognised or authorised by the SEBI; or
- (i) a banker of the Company; or
- a concern firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent of the holding or interest;
- 1.3 "Generally available information" means information that is accessible to the public on a non-discriminatory basis;
- 1.4 "Immediate relative" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;
- 1.5 "Insider" means any person who is:
 - (i) a connected person; or
 - (ii) in possession of or having access to unpublished price sensitive information;
- 1.6 "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:
- 1.7 "Securities" include -
 - (i) shares, bonds, debentures, debenture stock or other marketable securities of a like nature of the Company;
 - (ii) derivative; and
 - (iii) rights or interest in securities.
- 1.8 "Trading" means an act of subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell or deal in any equity shares or listed securities (or derivative thereof) of CEL by a connected person;
- 1.9 "Trading day" means a day on which the recognised stock exchanges are open for trading;
- "Unpublished price sensitive information" means any information relating to CEL's equity shares or its listed securities, directly or indirectly, that is not generally available, which upon becoming generally available, is likely to materially affect the price of the equity shares/listed securities, and shall ordinarily include but not restricted to information relating to the following:
 - Financial results (quarterly or annual) of CEL
 - Intended declaration of dividend (interim or final)
 - Change in capital structure including Public / Rights Issue / Issue of Bonus Shares/ Voting Rights
 - Any major diversification, expansion or disposal plan
 - Amalgamation, merger, demerger, acquisition

- Disposal of the whole or substantial part of the undertaking
- Changes in Key Managerial Personnel
- Such other information as may materially affect the earnings
- Material events in accordance with the Listing Agreement
- Any changes in policies, plans or operations of the Company that would have a material impact on the capital structure of the Company
- Intimation of Allotment of Shares
- Delisting of securities

2. **INITIAL DISCLOSURES**

Initial Disclosures means -

- (i) Every Promoter, Key Managerial Personnel and Director of the Company shall disclose his holding of equity shares of the Company as on 15th May, 2015 to the Company within 30 days from that date (i.e. by 14th June, 2015).
- (ii) Every person on joining the employment of the Company or person on appointment as a Key Managerial Personnel or appointment as a Director or upon becoming a promoter shall disclose within 7 days of his holding of equity shares / listed securities of CEL as on the date of appointment or becoming promoter.
- (iii) Every Promoter, Director, Key Managerial Personnel and Employee shall disclose to the Compliance Officer the number of Equity Shares/Listed Securities held by such person or his/her immediate relatives as on 31st March of each financial year, within 15 days from the close of financial year.

3. **CONTINUAL DISCLOSURES**

Continual Disclosures means -

- (i) every promoter, employee and director of CEL shall disclose to the Company the number of equity shares / listed securities acquired or disposed of within two trading days of such transaction, if the value of securities traded, whether in one transaction or a series of transactions during the financial year, the aggregate trade exceed 5000 equity shares / listed securities or the value of equity shares / listed securities exceeds the limit of Rupees ten lacs;
- (ii) CEL shall notify the particulars of such trading to the Stock Exchanges on which securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

Explanation: It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under sub-clause (ii) above, shall be made when the transactions effected after the prior disclosure cross the threshold limits specified in sub-clause (i) above.

4. DISCLOSURES BY OTHER CONNECTED PERSONS

CEL at its discretion, may require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of CEL in such form and at such frequency as may be determined by CEL in order to monitor compliance with these regulations.

5. UNPLANNED TRADING means an employee or connected person who intend to deal in the Company's equity shares or other listed securities during the period other than the restricted / black out period and not in possession of unpublished price sensitive information and where such equity shares / listed securities that have been held for more than six months, may deal in equity shares / listed securities without prior permission from the compliance officer provided the number of equity shares /

listed securities does not exceed 5000 numbers and the value of such number of equity shares / listed securities shall be subject to limit of Rs.10,00,000/- in a financial year and a gap between two trading days should be minimum for six months.

The employee / connected person shall disclose within two trading days any such trade undertaken to the compliance officer who shall monitor the compliance of this code.

6. PRE CLEARANCE

Employees / Connected Persons who intend to deal in the Company's equity shares/ listed securities during the period other than the restricted / blackout period and who does not hold any unpublished price sensitive information at the time of seeking pre clearance and where such equity shares / listed securities that have been held for minimum period of six months or have not entered into an opposite transaction during last six months shall obtain a prior permission from the Compliance Office by making an application in the prescribed form for dealing in equity shares / listed securities. However, no pre clearance would be required, if the number of equity shares / listed securities to be traded does not exceed 5000 numbers and value of such share / securities shall be subject to limit of Rs. 10,00,000/- in a financial year.

In case of dealing by the Compliance Officer, prior permission from Whole-time Director and in case of Whole-time Director from a Director of the Company shall be obtained.

Transaction for which permission is taken would be carried out within 7 days after the approval, otherwise, fresh permission would be required.

The employee / connected person shall disclose within two trading days the trade undertaken to the Compliance Officer.

7. TRADING PLAN

A connected person (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. 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 trades in restricted / black out period;
- (iii) set out the number of equity shares or listed securities to be traded, the nature of trade and the interval at which such trades shall be effected;
- (iv) not entailing trade in securities for market abuse;
- (v) gap between two trading plans shall not be less than twelve months;
- (iv) not entail overlap of any period for which another trade plan is already in existence;
- (vi) 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 implementation of the trading plan shall not commence if any unpublished price sensitive information is in possession of the insider at the time of formulation of the plan has not become generally available at the time

of commencement of implementation and in such event the compliance officer shall confirm that commencement of trade ought to be deferred until such unpublished price sensitive information becomes generally available so as to avoid violation of possession of unpublished price sensitive information;

- (vii) the Compliance Officer shall review the plan to assess that the plan would not have any potential for violation of these regulations and seek such undertakings /details as may deemed necessary to enable such assessment for approval and monitor the implementation of such plan;
- (viii) upon approval of trading plan, the Compliance Officer shall notify the plan to Stock Exchanges on which equity shares and other securities are listed.

8. QUARTERLY REPORTING

The Compliance Officer shall make quarterly report to the Board of Directors on the compliance on this code.

9. **GENERAL PROVISIONS**

- (i) disclosure shall be made in prescribed form;
- (ii) disclosures made by any person under this code / Insider Regulations shall include those relating to trading by such person's immediate relatives and by any other person for whom such person takes trading decisions;
- (iii) disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for the purpose of this code / Insider Regulations.

10. COMMUNICATION OR PROCUREMENT OF UNPUBLISHED PRICE SENSITIVE INFORMATION

No connected person shall deal, communicate, provide, counsel or allow access to any unpublished price sensitive information referred in clause 1.10, relating to CEL or its equity shares or listed securities or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

11. APPLICABILITY

This Code shall apply to connected person and deemed connected person.

12. **CONFIDENTIALITY**

- 12.1 Employee / connected person shall maintain the confidentiality of all price sensitive information relating to Company or securities listed or proposed to be listed and shall not pass on such information directly or indirectly by way of making a recommendation for purchase or sale of securities or otherwise trade in securities of the Company.
- 12.2 Unpublished price sensitive information is to be handled on a need-to-know basis.
- 12.3 File containing confidential information(s) shall be kept secure. Computer files must have adequate security of log in and password.

13. RESTRICTED / BLACK-OUT PERIOD

Restricted /black-out period will mean the period between:

(i) March 15th of any financial year and two days after the date of declaration of the annual results of CEL.

- (ii) June 15th and upto two days of the date of announcement of the results for the guarter ended June 30th.
- (iii) September 15th and upto two days of the date of announcement of the results for the Quarter ended September 30th.
- (iv) December 15th and upto two days of the date of announcement of the results for the Quarter ended December 31st.
- (v) From the date of decision of the Board of Directors of the Company on matter listed in unpublished price sensitive information in clause 1.10 until second trading day after the information is made public.
- (vi) Any other period that the Board of Directors may specify, from time to time at its sole discretion.

14. PROHIBITION ON FORWARD DEALINGS IN SECURITIES OF THE COMPANY

No Director of the Company, Key Managerial Personnel, Employees and connected persons :

- (i) shall buy a right to call for delivery or a right to make delivery at a specified price and within a specified time, of a specified number of equity shares / securities of the Company or specified amount of Equity Shares / Securities.
- (ii) a right to elect to call for delivery or to make delivery at a specified price and within a specified time, of specified number of equity shares / securities of the Company or a specified amount of equity shares / securities;

The contravention of this clause would make the concern person liable for action under the Companies Act, 2013 in addition to SEBI Regulations and under this Code.

15. **PENALTY**

- 15.1 This Code of Conduct is pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and any employees/connected person who contravene the code will be penalised and appropriate action will be taken against them by the Company after giving reasonable opportunity to them to explain their stand in the matter. They shall also be subject to disciplinary action including wage freeze, suspension, ineligibility for participation in ESOP, etc.
- 15.2 In addition to the action taken by the Company the person violating this Code will also be subject to action by SEBI as per SEBI Act and Regulations. In case of any violation, the Company is required to inform SEBI.
- 17. All correspondence with CEL in regard to this Code of Conduct should be sent to the Compliance Officer and marked "CONFIDENTIAL".
- 18. The Board of Directors has the right to change / amend this Code from time to time at its sole discretion.
- 19. This Code of Conduct is applicable with immediate effect and shall supersede the Code of Conduct issued vide circular dated 31.03.2009.

THE DECISION OF THE MANAGEMENT WITH REGARD TO ALL MATTERS RELATING TO THIS CODE OF CONDUCT WILL BE FINAL AND BINDING ON ALL CONCERNED.

(G.M.SINGHVI) WHOLE-TIME DIRECTOR

Note: Relevant Forms are available with the Secretarial Department at Head Office, Mumbai.

FORM - 1 INITIAL DISCLOSURE

Disclosure of Equity Shares/Listed Securities held by Promoter, Director, Key Managerial Personnel (KMP), Immediate Relative and other such person (Pursuant to Clause 2 (i) of the Code of Conduct for Dealing in Equity Shares and other Listed Securities of Century Enka Limited)

Name of the Company : CENTURY ENKA LIMITED

ISIN of the Company : INE485A01015

I hereby declare in my capacity as Promoter/ Director/ Key Managerial Personnel (KMP) / Immediate Relative/other such person of holding Equity Shares / Listed Securities in Century Enka Limited pursuant to Clause 2 (i) of the Code of Conduct for dealing in Equity Shares and other Listed Securities of Century Enka Limited.

Name, PAN No., CIN/DIN and Address with contact nos.	Category of Person (Promoter/Director/ KMP /Immediate Relative/ other etc.)	Securities held as on the date of 15.05.2015 being date of the Insider Trading Regultion,2015 coming into force	% of shareholding to total Equity Share capital of the Company	Open interest of the Future Contracts held as on 15.05.2015			t of the Option Id as on 15.05.2015
		No. of Equity Shares		Number of units (contracts* lot size)	Notional value in Rupee terms	Number of units (contracts* lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7	8

	Signature :
Date :	Designation :
Place :	

FORM - 2 INITIAL DISCLOSURE

Disclosure of Equity Shares / Listed Securities held at the time of becoming Promoter, Appointment of Director, Appointment of Key Managerial Personnel (KMP), Joining Employment, Immediate Relative, other such person (Pursuant to Clause 2 (ii) of the Code of Conduct for Dealing in Equity Shares and other Listed Securities of Century Enka Limited)

Name of the Company: **CENTURY ENKA LIMITED**

ISIN of the Company : INE485A01015

I hereby declare my holding of Equity Shares / Listed Securities of Century Enka Limited on becoming Promoter / Appointment of Director / Appointment of Key Managerial Personnel (KMP)/ Joining Employment / Immediate Relative / other such person pursuant to Clause 2 (ii) of the Code of Conduct for dealing in Equity Shares and other listed Securities of Century Enka Limited.

Name, PAN No., CIN/DIN and Address with contact nos.	Category of Person (Promoter/ Director/ KMP/ Immediate Relative/ other etc.)	Promoter / Appointment of Director Appointment of KMP/Joining time of becoming Promoter/ Appointment of Director/ Appointment of KMP/		romoter/ irector/ KMP/ nmediate elative/ other cc.) Promoter / Appointment of Director Appointment of KMP/Joining		% of shareholding to total Equity Share Capital of the Company	Open interest of the Contracts held as confidence of becoming Promappointment of Diappointment of KN Joining Employment	on the date oter / rector MP/	Open interest of Option Contract on the date of b Promoter / Appo Director Appoin KMP/Joining Em	s held as ecoming pintment of tment of
			No. of Equity Shares		Number of units (contracts* lot size)	Notional value in Rupee terms	Number of units (contracts* lot size)	Notional value in Rupee terms		
1	2	3	4	5	6	7	8	9		

	Signature :
Date :	Designation
Place :	

FORM - 3 ANNUAL DISCLOSURE

Disclosure of Equity Shares/Listed Securities held by Promoter, Director, Key Managerial Personnel (KMP), Employee, Immediate Relative and other such person at the close of the financial year

(Pursuant to Clause 2 (iii) of the Code of Conduct for Dealing in Equity Shares and other Listed Securities of Century Enka Limited)

Name of the Company : CENTURY ENKA LIMITED

ISIN of the Company : INE485A01015

I hereby declare in my capacity as Promoter/ Director/ Key Managerial Personnel (KMP) /Employee / Immediate Relative/other such person of holding Equity Shares/ Listed Securities in Century Enka Limited pursuant to Clause 2 (iii) of the Code of Conduct for dealing in Equity Shares and other Listed Securities of Century Enka Limited.

Name, PAN No., CIN/DIN and Address with contact nos.	with contact (Promoter/Director/ on 31 st N Immediate Relative/		% of shareholding to total Equity Share capital of the Company	Open interest of the Future Contracts held as on 31 st March,		Open interest of the Option Contracts held as on 31 st March, ———		
	other etc.)	No. of Equity Shares		Number of units (contracts* lot size)	Notional value in Rupee terms	Number of units (contracts* lot size)	Notional value in Rupee terms	
1	2	3	4	5	6	7	8	

	Signature :
Date :	Designation :
Place ·	

FORM – 4 CONTINUAL DISCLOSURE

Disclosure of Equity Shares / Listed Securities acquired / disposed of by Promoter, Director,
Key Managerial Personnel (KMP), Employee, Immediate Relative and other such person
(Pursuant to Clause 3 of the Code of Conduct for Dealing in Equity Shares and other Listed Securities of Century Enka Limited)

Name of the Company: CENTURY ENKA LIMITED

ISIN of the Company : INE485A01015

I hereby declare in my capacity as Promoter/ Director/ Key Managerial Personnel (KMP)/Employee / Immediate Relative/other such person of holding Equity Shares/ Listed Securities acquired / disposed of in Century Enka Limited pursuant to Clause 3 of the Code of Conduct for dealing in Equity Shares and other Listed Securities of Century Enka Limited.

No., CIN/ DIN and (Pr Address with contact nos. Im Re	Category of Person (Promoter/ Director/ KMP/ Immediate Relative/ other etc.)	Securities held prior to Acquisition/ Disposal	Securities Acquired/ Disposed	% of shareh total Equity S of the Compa	Share capital	Date of Allotmer advice/ Acquisiti shares/S shares sp	on of Sale of	Date of Intimation to Company	Mode of Acquisition (Market Purchase/ Public/ Rights/ Preferential offer / Off market/ Interse transfer etc.)	Contract, Futures or Options etc) Buy Sell Buy Sell Buy Sell Value Number of value of units (contracts)	t, Futures or Options etc)	tc)	Exchange on which the trade was executed	
		No. Of Equity Shares	No. Of Equity Shares	Pre transaction	Post transaction	From	То		se transfer etc.)		units (contracts	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Cianatura .

	Signature .
Date :	Designation:
Place :	

FORM – 5

APPLICATION FOR PRE-CLEARANCE IN DEALING OF EQUITY SHARES / LISTED SECURITIES

(Application for Pre-Clearance pursuant to Clause 6 of the Code of Conduct for Dealing in Equity Shares and other Listed Securities of Century Enka Limited)

Date:

	ompliance Officer ry Enka Limited				
Dear S	ir				
Applic	ation for Pre-dealing approval in Equity Sha	res /	Listed S	ecurities of the Company	
Enka L	int to the code of conduct for dealing in Equimited and the SEBI (Prohibition of Insidense/sale/subscription ofequity s	r Tra	ding) Re	egulations, 2015, I seek approval	to
1.	Name of the applicant				
2.	Designation				
3.	Number of securities held as on date				
4.	Folio No./ DP ID / Client ID No.				
5.	The proposal is for		(b)	Purchase of securities Subscription to securities Sale of securities	
6.	Proposed date of dealing in securities				
7.	Estimated number of securities proposed to be acquired/subscribed/sold				
8.	Price at which the transaction is proposed				
9.	Current market price (as on date of application)				
10.	Whether the proposed transaction will be through stock exchange or off-market deal				
11.	Folio No. / DP ID / Client ID No. where the securities will be credited/ debited				
	se herewith the form of Undertaking signed	by m	e.		
	cure of Employees)				

FORMAT OF UNDERTAKING TO BE ACCOMPALIED WITH THE APPLICATION FOR PRE-CLEARANCE

UNDERTAKING

То	
Century Enka Limited	
I,	am desirous of dealing in
I further declare that I am not in possession of or other Information (as defined in the Code of Conduct for securities of Century Enka Limited and the SEBI (Prohito the time of signing this Undertaking.	or dealing in Equity Shares and other listed
I further declare that I/or my immediate relative have the company in last six months or have not entered in months.	
In the event that I have access to or received any in Sensitive Information" as defined in the Code, afte executing the transaction for which approval is sough same and shall completely refrain from dealing in company until such information becomes public and officer.	r the signing of this undertaking but before it, I shall inform the Compliance Officer of the the Equity Shares / Listed Securities of the
I declare that I have not contravened the provisions of	the Code as notified by the Company.
I undertake to submit the necessary report within two deal or 'Nil 'report if the transaction is not undertaker	
If approval is granted, I shall execute the deal within 7 shall seek pre-clearance.	days of the receipt of approval failing which
I declare that I have made full and true disclosure in th	e matter.
Date :	
	Signature:

FORMAT FOR PRE-CLEARANCE PERMISSION

10,
Name:
Designation:
This is to inform you that your request for Subscription/Purchase/Sale/Deal of(nos) Equity Shares and Listed Securities in the Company as mentioned in your application dated is approved. Please note that the said transaction must be completed on or before
Further, you are required to file the details of the executed transactions in the attached format within two trading days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.
In case you do not execute the approved transaction/deal on or before the aforesaid date you would require to seek fresh pre-clearance.
Yours faithfully, For CENTURY ENKA LIMITED
COMPLIANCE OFFICER
Date :
Encl : Format of submission of details of transaction/deal

FORM - 8

DISCLOSURE OF PRE-CLEARED TRANSACTIONS

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

(Disclosure of Equity Shares / Listed Securities subscribed / bought / sold / dealt pursuant to Clause 5 and Clause 6 of the Code of Conduct for dealing in Equity Shares and other Listed Securities of Century Enka Limited),

To, The Compliance Officer Century Enka Limited				
I, hereby inform that I have subscribed/mentioned below on	-	alt to		securities as
Name of holder	No. of Securities dealt with	Subscribed Bought/ Sold/ Dealt	DP ID/ Client ID/ Folio No.	Price (Rs.)
In connection with the aforesaid transaction years and produce to the Compliance Officer 1. Brokers' contract note. 2. Proof of payment to/from brokers. 3. Extract of bank passbook/statement (to 4. Copy of Delivery Instruction Slip (application I agree to hold the above Equity Shares / Lagree that I will not reverse trading / transaction. I declare that the above information is corrected.	be submitted in the sub	e following doon case of demander transaction; for a minimum period of six	et transactions in period of si in months from	x months / I the date of Code and/or
applicable laws/regulations have been contr				ion(s).
	Sig	nature:		
	Nai	me:		
	Des	signation:		

Date :_____