

# ANDREW YULE & COMPANY LIMITED

## CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS

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### 1. For the purpose of this Code

- a) "Company" means Andrew Yule & Company Limited.
- b) "Board" means the Board of Directors of Andrew Yule & Company Limited.
- c) "Compliance Officer" means the Company Secretary. He/she shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.
- d) "Designated Persons" – The Designated Persons shall cover all employees and connected persons as defined under 2(d) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

### 2. Applicability

The Code will be applicable to all connected persons and persons in possession of or having access to unpublished price sensitive information.

### 3. Preservation of "Unpublished Price Sensitive Information"

All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

Unpublished price sensitive information may be communicated, provided, allowed access to or procured in connection with a transaction and in the manner set forth under Regulation 3(3) of SEBI (Prohibition of Insider Trading) Regulations, 2015 as in force at the instant time.

### 4. Duties of Designated Persons

All Designated Persons shall -

- a. maintain confidentiality of all Unpublished Price Sensitive Information.
- b. not pass on any Unpublished Price Sensitive information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company.
- c. communicate Unpublished Price Sensitive Information to other Designated Persons only on a "need to know" basis, i.e. Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their legitimate duties or for other legitimate purposes.
- d. follow a "Chinese Wall" mechanism thereby preventing passing of unpublished price sensitive information to any person for any purpose other than those to whom and for which

such information can be conveyed legally in accordance with this code read with SEBI (Prohibition of Insider Trading) Regulations, 2015 viz. process permitting "cross the wall".

- e. be subject to trading restrictions when the trading window is closed i.e. shall not purchase, sale or deal in securities either by themselves or their relatives .
- f. obtain approval for the proposed transaction before entering into such transactions from the Compliance Officer by making an application in the prescribed Pre-dealing Form (which is available with the Compliance Officer) if they intend to deal in the securities of the Company. Transaction of even one share of the Company by any Designated Persons will require pre-dealing approval and other disclosure compliances under this Code.
- g. upon approval of the pre-dealing application by the Compliance Officer, execute their order in respect of securities of the Company within five trading days from the date of the pre-dealing approval. If the order is not executed within this five day period, the Designated Persons must obtain a fresh pre-dealing approval again. The Chairman of the Audit Committee is being also granted with the power of approving the pre-dealing application form.
- h. not make any contra trade within six months of the last transaction for which the contra trade is being considered.
- i. not deal in any securities of the Company in any manner which is contrary to SEBI (Prohibition of Insider Trading ) Regulations, 2015 or this Code, whether stated or implied.

#### 5. Trading Window

- a. All designated employees / directors of the company shall conduct all their dealings in the securities of the Company only in a valid trading window period and shall not deal in any transaction involving the purchase or sale of the company's securities during the periods when trading window is closed.
- b. The trading window shall be closed from the following day of the quarter and financial year ending.
- c. The trading window shall remain closed up to 48 hours after the publication of the same. The Trading window may be further closed by the Company during such time in addition to the above period as it may deem fit from time to time.
- d. The Trading Window shall be, inter alia, closed at the time of:-
  - i. Declaration of Financial Results (Quarterly, Half Yearly and Annual)
  - ii. Declaration of Dividends (interim and final)
  - iii. Issue of Securities by way of public/rights/bonus etc.
  - iv. Any major expansion plan or execution of new project.
  - v. Amalgamation, mergers, takeovers and buy back.
  - vi. Disposal of whole or substantially the whole of the undertaking.
  - vii. Any changes in policies, plans or operations of the Company.

## 6. Trading Plans

Designated Persons can deal in the securities of the company by formulating a Trading Plan in the manner set forth under Regulation 5 of SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Designated Persons shall not be allowed to deal in the securities of the company, if the date of trading in securities of the company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

## 7. Reporting Requirements for transactions in securities

- a. In Form A -- Yearly Statement of holding in the Securities of the Company by the Promoter, Key Managerial Personnel, Director within 15 days from the end of the financial year.
- b. In Form B -- Details of Securities held on appointment of Key Managerial Personnel or Director or upon becoming a promoter of a listed company.
- c. In Form C -- Details of change in holding of Securities of Promoter, Employee or Director of a listed company.
- d. In Form D – Transaction by other connected persons as identified by the Company.

## 8. Pre-clearance of Trades when Trading Window is open

All Designated Persons of the Company and their relatives intending to deal in any securities of the Company may do so under the following procedure:

- a. Make an application to the compliance officer in the prescribed form (as per Annexure 1) for pre-clearance of the transaction.
- b. Execute an undertaking in favour of Andrew Yule & Company Limited in the prescribed form (as per Annexure 2)
- c. The proposed transaction can be carried out only after receiving appropriate clearance from the Compliance Officer (as per Annexure 3).
- d. The execution of the order in respect of the securities of the Company will have to be completed within five days of such approval of pre-clearance failing which fresh clearance would need to be obtained. Within 4 (four) days of the execution of the deal, the details of such deal, should be filed with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed (as per Annexure 4).

## 9. Penalty for contravention of the code of conduct

- a. Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).
- b. Any Designated Persons who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.

- c. The persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.
- d. The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

#### 10. Amendments

The Board of Directors reserves the right to amend or modify the Code in whole or in part, at any time without assigning any reason whatsoever and to establish further rules and procedures, from time to time, to give effect to the intent of the Code.

The decision of the Board of Directors of the Company with regard to any or all matters relating to the Code shall be final and binding on all concerned.

APPLICATION FORM FOR PRE-DEALING APPROVAL

To  
 The Compliance Officer  
 Andrew Yule & Company Limited  
 Yule House,  
 8 Dr. Rajendra Prasad Sarani,  
Kolkata - 700001

Date:

Dear Sir/Madam,

Application for Pre-dealing Approval in securities of the Company

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

1.	Name of the Applicant	
2.	Designation	
3.	No. of Securities held as on date	
4.	Folio No./ DP ID /Client ID No.	
5.	The Proposal is for	a) Purchase of Securities b) Subscription of Securities c) Sale of Securities
6.	Proposed date of dealing in Securities	
7.	Estimated number of securities proposed to be acquired/subscribed/sold	
8.	Current market price (as on date of application)	
9.	Whether the proposed transaction will be through stock exchange or off-market deal	
10.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

An undertaking in the prescribed format is enclosed for your perusal and records in this connection.

Please grant your permission for the said transaction.

Thanking You,  
 Yours Faithfully

FORM OF UNDERTAKING TO BE SUBMITTED ALONG WITH  
THE APPLICATION FORM OF PRE-CLEARANCE

To  
The Compliance Officer  
Andrew Yule & Company Limited  
Yule House,  
8 Dr. Rajendra Prasad Sarani,  
Kolkata - 700001

Dear Sir/Madam,

I, \_\_\_\_\_, \_\_\_\_\_ of the Company residing \_\_\_\_\_, am desirous of dealing in \_\_\_\_\_ shares of the Company as mentioned in my application dated \_\_\_\_\_ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) 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 "Unpublished Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

If approval is granted, I shall execute the deal within 5 days of the receipt of approval failing which I shall seek pre-clearance.

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

Signature : \_\_\_\_\_

Date : \_\_\_\_\_

FORM OF GRANT OF PRE-CLEARANCE BY THE COMPLIANCE OFFICER

ANDREW YULE & COMPANY LIMITED

Yule House,  
8 Dr. Rajendra Prasad Sarani,  
Kolkata - 700001

PRE-CLEARANCE ORDER

Ref.: Your Application dated \_\_\_\_\_

This is to inform you that your request for dealing in \_\_\_\_\_ (nos.) Shares of the Company as mentioned in your above-mentioned application is approved. Please note that the said transaction must be completed on or before \_\_\_\_\_ (date) that is within 5 (five) days from today failing which a fresh application for Pre-Clearance of the said Transaction will have to be made to the undersigned.

For Andrew Yule & Company Limited

Compliance Officer

Date:

FORM OF CONFIRMATION OF DEAL

(To be submitted within 4 days of transaction/Dealing in Securities of the Company)

To  
 The Compliance Officer  
 Andrew Yule & Company Limited  
 Yule House,  
 8 Dr. Rajendra Prasad Sarani,  
Kolkata - 700001

Date:

Dear Sir/Madam,

## DETAILS OF TRANSACTION

Ref: Your Approval letter no. \_\_\_\_\_ dated \_\_\_\_\_ (in case of Pre-approved transaction)

I hereby inform you that I -

- have not bought/sold/subscribed any Securities of the Company
- have bought/sold/subscribed to the \_\_\_\_\_ Securities (give description) as mentioned below on \_\_\_\_\_ (insert date):

Name of holder	First or joint holder	No. of Securities dealt with	Bought / Sold/ Subscribed	DP ID/CLIENT ID (electronic form) or Folio no. for physical where the Sec. will be debited or credited	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 (Three) years and produce to the Compliance Officer/SEBI any of the following documents:

1. Broker's contract note
2. Proof of payment to/from brokers
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction)



I declare that the above information is correct and that no provisions of the Company's Insider Trading Code and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

I agree to hold the above Securities for a minimum period of six months.

Thanking You,  
Yours Faithfully,

Signature: \_\_\_\_\_