

# PEBCO MOTORS LIMITED

## CODE OF CORPORATE DISCLOSURE PRACTICES FOR PREVENTION OF INSIDER TRADING :

1. This Code of Corporate Disclosure Practices for Prevention of Insider Trading shall be known as "Pebco Motors Limited - Code of Corporate Disclosure Practices for Prevention of Insider Trading" (*hereinafter referred as "the Code"*) made pursuant to the Regulation 12(2) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 as amended (*hereinafter referred as "the Regulations"*).

2. **Definitions :**

The definitions attributed to captions in Regulation 2 of Chapter I of the Regulations, shall apply and form part of this Code.

3. **Compliance Officer :**

Mr. Kirti C. Adeshra, shall act as Compliance Officer of the Company for the purpose of this Code and shall discharge all the duties and responsibilities as entrusted to a Compliance Officer under the Regulations.

4. **Corporate Disclosure Policy :**

To ensure timely and adequate disclosure of price-sensitive information by following the norms enumerated in following paragraphs :

5. **Prompt Disclosure of price-sensitive information :**

Price-sensitive information shall be given to stock exchanges, where the shares of the company are listed and as per various requirements of the listing agreement, and disseminated on a continuous and immediate basis. Different convenient and economical ways of supplementing information released to stock exchanges by improving investor access to the public announcements shall also be considered from time-to-time.

6. **Overseeing and co-ordinating disclosure :**

The Compliance Officer shall be responsible to oversee the entire corporate disclosure and also for ensuring that the company complies with continuous disclosure requirements overseeing and co-ordinating disclosure of price-sensitive information to stock exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedure.

**7. Responding to market rumours :**

The Compliance Officer will immediately brought material market rumours to the knowledge of the Board and shall take utmost care in making any public announcement, with prior approval of the Board, for verifying or denying rumours and then making the disclosure.

**8. Timely reporting of shareholdings/ownership and changes in ownership :**

The Compliance Officer shall ensure that the disclosure of shareholdings/ownership by major shareholders and disclosure of changes in ownership as provided under any Regulations made under the various enactments and the listing agreement shall be made in a timely and adequate manner.

**9. Disclosure/Dissemination of price-sensitive information with special reference to analysts, institutional investors :**

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

- (i) *only public information to be provided :*  
Only public information shall be provided to the analyst/research persons/large investors like institutions. Further, the information provided to the analyst shall be made public at the earliest.
- (ii) *recording of discussion :*  
In order to avoid misquoting or misrepresentation, it is desirable that at least two company representatives, duly authorized by the Board or selected by the Compliance Officer on best judgment of its own, be present at meetings with analysts, brokers or institutional investors and discussion should preferably be recorded.
- (iii) *handling of unanticipated questions :*  
The Compliance Officer should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price-sensitive information, a public announcement shall be made before responding.
- (iv) *simultaneous release of information :*  
A press release shall be made or post relevant information shall be provided on the website of the company after every meeting organized by the Company with analysts. If the circumstances permit live webcasting of analyst meets shall also be considered.

**10. Medium of disclosure/dissemination :**

The Compliance Officer shall ensure that disclosure to stock exchanges is made promptly. All the relevant information shall be provided at the internet website of the Company. Efforts shall be taken to disclose / disseminate information through various media to achieve maximum reach and quick dissemination.

11. The decision of the Board of Directors with regard to all matters relating to this Code shall be final and binding on all concerned.
12. The Board of Directors of the Company shall have power to modify or replace this code in part or full as may be thought fit from time to time in their absolute discretion.
13. This code has been duly approved by the Board of Directors in its meeting held on 30.03.2009 and the Code shall be deemed to have come into force with immediate effect.
14. Words or phrases not defined here will have their respective meanings as per the SEBI Act and these regulations.

Place : Kolkata  
Dated : 30.03.2009

For and on behalf of  
Pebeo Motors Limited

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Kishan N Parikh  
( Managing Director )

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Alpa K Parikh  
( Wholetime Director )



# **PEBCO MOTORS LIMITED**

## **CODE OF CONDUCT AND ETHICS**

### **1. Introduction**

The Company's policy is to conduct its business with responsibility, integrity, fairness, transparency and honesty.

The purpose of this code of conduct is to promote conduct of business ethically in an efficient and transparent manner and meeting its obligations to shareholders and all other stakeholders. This code of conduct is also a tool in carrying out our corporate social responsibility in more effective manner. This Code sets out a broad policy for one's conduct in dealing with the Company, fellow directors and employees and the external environment in which the Company operates.

The Directors and Senior Executives shall not be involved in any activity that would have any adverse effect on the company. Our ambition is to be a leader in our industry and to operate and achieve excellence in everything we do - including our standards of Business conduct. The corporate objectives to be pursued shall be to sustain the competitive edge of the company.

### **2. Regulatory Compliance**

Every employee or Director and every representative of PEBCO shall in his business conduct, comply with all applicable laws and regulations, both in letter and in spirit, in all the territories in which he / she operates. If the ethical and professional standards set out in the applicable laws and regulations are below that of the Code than the standards of the Code shall prevail.

### **3. Application of this Code**

This Code of Conduct applies to all the directors and senior executives of PEBCO. Senior Executives shall mean the members of core management team of the Company excluding Board of Directors and shall comprise of all the members of management one level below the executive directors, including all functional heads.

Where PEBCO is a major or strategic shareholder in another company, that company and any joint venture partner or other shareholders should also be made aware of this Code and encouraged to comply with it.

We aim to choose as business partners, people with standards and ethical values compatible with our own. If we find ourselves in a business relationship with anyone (eg. Distributor, agent, joint venture partner, supplier, etc.) where it is clear that there is a serious incompatibility, which cannot be resolved we will seek to terminate the relationship.

### **4. Respect for individual**

PEBCO's vision is based on inspiring and unleashing creative potential in human assets of the Company. This is possible in an environment where we all respect the rights of those around us. In this direction,

- To treat individuals in all aspects of employment solely on the basis of ability irrespective of race, caste, creed, religion, age, disability, gender, sexual orientation or marital status.
- Not to tolerate racial, sexual or any other kind of harassment.

### **5. Honest and Ethical Conduct**

The Directors and senior executives of the Company should act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct.

Honest conduct is conduct that is free from any fraud or deception. Ethical conduct is the conduct conforming to the accepted professional standards of conduct and shall include ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

#### **6. Conflicts of Interest**

The Directors and Senior Executives shall not engage in any activity or enter into any pecuniary relationship which might result in conflict or interest, either directly or indirectly.

A "conflict of interest" occurs when an individual's private interest interferes or appears to interfere with the interests of the Company. The directors and senior executives must act at all times in the Company's best interests and avoid putting themselves in a position where their personal interests conflict or appears to conflict with the interest of the Company. The personal interests will include those of their relatives. Any director or senior executive, who is aware of a conflict of interest or is concerned that a conflict might develop, is required to disclose the matter promptly to the Board of Directors in case of a director and to the Managing Director in case of senior executive.

A conflict of interest may arise where, directly or indirectly :

- (a) an employee or a Director or a representative of PEBCO engages in a business, relationship or activity with anyone who is party to a transaction with his Company.
- (b) an employee, director or a representative is in a position to derive a personal benefit or benefits to any of his relatives by making or influencing decisions relating to any transaction, and
- (c) an independent judgment of the Company's best interest cannot be exercised.

The main areas of such conflict of interest would include the following :

- (i) Financial interest of an employee or a Director or a representative of PEBCO or their relatives in an actual or potential competitor, supplier, customer, distributor, joint venture or other alliance partner of PEBCO.
- (ii) An employee or a Director or a representative of PEBCO conducts business on behalf of his Company or is in a position to influence a decision with regard to his Company's business with a supplier or customer of which his relative is a principal officer or representative, resulting in a benefit to him or his relative.
- (iii) Award of benefits such as increase in salary or other remuneration, position, promotion or recruitment of a relative of an employee or a representative of PEBCO where such an individual is in a position to influence the decision with regard to such benefits.
- (iv) Acceptance of gifts, donations, hospitality and / or entertainment beyond the customary level from existing or potential suppliers, customers or other third parties which have business dealings with the Company.

Notwithstanding that such or other instances of conflict exist due to any historical reasons, adequate and full disclosure by the interested employees should be made to the company's management with an undertaking not to allow the conflict to continue. The management would then review the matter and take appropriate action.

#### **7. Misuse of Opportunities and Information**

Directors and senior executives owe a duty to the Company to advance the Company's business interest when appropriate. Directors and senior executives are prohibited from taking ( or directing to a third party ) a business opportunity ( relevant to the line of

business intended to be pursued by the Company ) that is discovered through the use of corporate property, information or position, unless the Company has already been offered the opportunity and turned it down. The directors and senior executives are prohibited from using corporate property, information or position for personal gain and from competing with the Company. Wherever, it is difficult to differentiate between personal and Company benefits or there are both personal and Company benefits in certain activities, the only prudent course of conduct for the directors and senior executives is to make sure that any use of Company property or services or such transactions that is not solely for the benefit of the Company has prior approval of the competent authority.

#### **8. Securities Transactions and Confidential Information**

An employee or a Director or a representatives of PEBCO and his immediate family shall not derive any benefit or assist others to derive any benefit from the access to and possession of information about PEBCO which is not in the public domain and thus constitutes insider information.

An employee or a Director or a representatives of PEBCO shall not make or maintain a substantial financial interest or investment in a company, which is a supplier, customer, distributor of or has other business dealings with PEBCO . The ownership of upto 2 % of the subscribed share capital of a public held company shall not ordinarily constitute a substantial financial interest.

An employee or a Director or a representative of PEBCO shall not use or proliferate information which is not available to the investing public and which therefore constitutes inside information for making or giving advice on investment decisions on the securities of PEBCO on which such insider information has been obtained.



Such insider information might include the following :

- Acquisition and divestiture of business or business units
- Financial information such as profits, earnings and dividends
- Announcement of new product introductions or developments
- Asset revelations
- Investment decisions & plans
- Restructuring plans
- Major supply and delivery agreements

### **Raising finances**

During the course of employment or dealing with the Company, any information of the confidential nature ( whether about PLBCO, other companies or individuals ) that is known to directors or senior executives shall be treated as confidential unless publicly available. Such information should be used only for the purpose of business of the Company. This obligation continues for three years even after leaving PLBCO.

PLBCO also respects the rights of others regarding their confidential information. Where information is received from third parties under conditions of confidentiality, the directors and senior executives shall comply with those conditions but no- one should solicit confidential information from third parties without prior authorization.

The use of Company information for personal gain is strictly prohibited. In particular, directors and senior executives or members of their families should not trade in PLBCO securities when in possession of unpublished price sensitive material.

### **9. SEBI ( prohibition of insider Trading ) Regulations, 1992**

An employee or a Director or a representative of PLBCO shall comply with the SEBI (Prohibition of Insider Trading ) Regulations, 1992. In particular -

### **Price Sensitive Information**

- (a) Employees : Directors Representative shall maintain the confidentiality of all Price - Sensitive Information. Employees : Directors shall not pass on such information to any person directly or indirectly by way of making a recommendation for purchase or sale of securities.

### **Need to know**

- (b) Unpublished " Price - Sensitive Information " is to be handled 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 duties and whose possession of such information will not give rise to a conflict of misuse of the information.

### **Non - public information**

- (c) All non - public information directly by any employee should immediately be reported to the head of the department.

### **Limited access to confidential information**

- (d) Files containing confidential information shall be kept secure. Computer files must have adequate security of login and pass word etc.

### **Prevention of misuse of " Price - Sensitive Information "**

- (e) All directors : employees and representatives of the Company shall be subject to trading restrictions as set out in those Regulations.

### **10. Fair dealing**

The Company does not seek competitive advantages through illegal or unethical business practices. Each director and senior executive should endeavor to deal fairly with the

Company's customers, service providers, suppliers, competitors and employees. No director or senior executive should take advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair dealing practice. The Directors and Senior Executives shall immediately bring to the notice of the Board any unethical behavior and actual or suspected fraud.

#### **11. Protection and proper use of Company Assets**

The assets of PEBCO should not be misused by employees for the purpose of conducting the business for which they are duly authorised. These include tangible assets such as equipment and machinery, systems, facilities, materials, resources as well as intangible assets such as proprietary information, relationships with customers and suppliers etc.

All directors and senior executives should protect the Company's assets and ensure their efficient use. All Company assets should be used only for legitimate business purposes.

#### **12. Bribery**

The payment of bribes, kickbacks or other payments of this nature in case or kind to obtain business or otherwise gain advantage for PEBCO is strictly prohibited, irrespective of whether payments or offers are made directly or indirectly.

#### **13. Gifts and Entertainment**

Though business gifts and entertainment are customary in many parts of the world they need to be viewed with caution. The directors and senior executives may accept and offer nominal gifts which are customarily given and are of commemorative nature for special events. Except for above, the Directors and Senior Executives shall neither receive nor offer or make directly or indirectly any illegal payments, gifts or any benefits which are intended to obtain unethical favour.

#### **14. Wealth Creation**

The Directors and Senior Executives shall be committed to enhance the shareholders worth / value and shall strictly comply with all regulations and laws that govern shareholders rights. The Board shall duly and fairly inform the shareholders all relevant aspects about the Company's business and disclose such information as may be required, from time to time, in accordance with the applicable rules and regulations.

#### **15. Corporate Social Responsibility**

PEBCO is committed to serve the community around its area of operations. The Company believes that no organization can survive in isolation and it has a responsibility towards public at large. The Company aims to reach out to the neighboring areas, conserve the environment and nature young people. The Company shall continuously take requisite community development initiatives around the areas of its operations.

#### **16. Safety, Health and Environment**

PEBCO's vision envisages no compromise in its commitment to safety, health and responsible care for the environment. Health and safety of the people in and around its area of operations are of paramount importance to the Company. PEBCO is committed to environment protection, pollution control and maintenance of ecological balance. PEBCO shall maintain high standards of pollution control, environment protection and safety.

#### **17. Regulatory Compliance and Corporate Governance**

PEBCO is committed to high standards of corporate governance and believes in compliance of all the laws and regulations both in letter and spirit. PEBCO has endeavored in setting standards for itself, which are ahead of time and higher than those stipulated by the law. PEBCO is committed to provide accurate and complete information as required in time to all concerned including its stakeholders.

### **18. Financial and Operational Integrity**

PEBCO is committed to disclose in its financial statements all the information required to be disclosed under the relevant accounting standards or under any laws or regulations. It is essential to record all the transaction fully and properly in the financial statements.

The fees and compensation payable to the Directors - both executive and non executive, shall be fixed by the Board and approved by the shareholders as per the applicable provisions of law and the same will be fully disclosed in the Annual Report to the Members.

No record entry or document shall be false or misleading and no undisclosed or unrecorded account, fund or asset shall be established or maintained. The auditors shall be provided full access to all information and records of the Company.

PEBCO will not knowingly assist fraudulent activity ( for example tax evasion ) by others

### **19. Implementation**

Directors and senior executives are accountable for full compliance with this Code of Conduct. Sanctions for breach of this Code shall be determined by the Board of Directors in case of Directors and Managing Director in case of senior executives. Sanctions may include serious disciplinary action, removal from office as well as other remedies, all to the extent permitted by law and as appropriate under the circumstances. A formal implementation and monitoring plan shall be designed to promote awareness of and adherence to the Code.

Any actual or possible violation or significant breaches of the Code must be notified to the Board of Directors and Managing Director, as the case may be. The Managing



Director shall report to the PEBCO 's Board on the Code's operation and effectiveness along with any significant breach of the Code

**20. Interpretation**

Any question relating to how this Code should be interpreted or applied should be addressed to the Company Secretary.

Place : Kolkata  
Dated : 30.03.2009

For and on behalf of  
Pebco Motors Limited



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Kishan N Parikh  
( Managing Director )

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Alpa K Parikh  
( Wholetime Director )

## PEBCO MOTORS LIMITED

### CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

1. This Code of Conduct will be known as "PEBCO MOTORS LIMITED Code of Conduct for prohibition of Insider Trading" hereinafter referred to as this Code.

2. This Code of Conduct has been made pursuant to Regulation 12 of the SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended, hereinafter referred to as the "Regulations."

#### 3. Applicability

This Code of Conduct will be applicable to Directors/Officers/Designated Employees of PEBCO MOTORS LIMITED and their Dependent Family Members as defined herein.

4. The definitions as framed in Regulation 2 of Chapter I of the Regulations, shall apply and form part of this Code.

a) "Act" means the Securities and Exchange Board of India Act, 1992.

b) "Body Corporate" means a body corporate as defined under Section 2 of the Companies Act.

c) "Board of Directors" means the Board of Directors of the Company.

d) "Committee" means the Committee, if any, constituted by the Company for the implementation of these Regulations.

e) "Companies Act" means The Companies Act, 1956 ( 1 of 1956 ).

f) "Company" or "the Company" means PEBCO MOTORS LIMITED.

g) "Compliance Officer" means the Company Secretary for the time being of the Company or the Officer appointed by the Board of Directors of the Company for the purpose of this Code and the Regulations.

h) "Dealing in securities" means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities by any person either as principal or agent.

i) "Dependent Family Members" shall include dependent spouse and dependent children.

j) "Designated Employees" shall mean all employees comprising the top three tiers of the Company's management, all employees in the Finance and Secretarial Departments and such other employees who may be so designated, from time to time, by the Company for the purposes of this Code and who may be able to have access to any 'price sensitive information' as defined in this Code or the Regulations. Top three tiers of the Company's management shall mean and include Board of Directors, Segment/Functional Directors and employees directly reporting to them.

k) "Insider" means any person who,

(i) is or was connected with the Company or is deemed to have been connected with the Company and who is reasonably expected to have access to unpublished price sensitive information in respect of securities of the Company, or

(ii) has received or has had access to such unpublished price sensitive information.

l) "Officer of the Company" means any person as defined in Clause (30) of Section 2 of the Companies Act, including the Auditors of the Company

m) "Price Sensitive Information" means any information, which relates, directly or indirectly, to the Company and which, if published, is likely to materially affect the price of securities of the Company.

Explanation -

The following shall be deemed to be price sensitive information: -

- Periodical financial results of the Company;
- Intended declaration of dividends (Interim and / or Final);
- Issue of Securities or Buy-back of Securities;
- Any major expansion plans or execution of new projects;
- Amalgamation, merger or takeover;
- Disposal of the whole or substantially the whole of the undertaking;

- Any significant changes in policies, plans or operations of the Company having material impact on the financials of the Company.

n) "Regulations" means the SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended

o) "Securities" means Equity (Ordinary) Shares and all other securities of the Company issued and/or to be issued from time to time and listed /to be listed on the Stock Exchange(s) including derivatives.

p) "Stock Exchange" means a stock exchange which is recognised by the Central Government or SEBI under Section 4 of Securities Contracts (Regulation) Act, 1956.

q) "Threshold Limit" means the minimum number of securities as decided by the Board of Directors of the Company from time to time. Until otherwise resolved by the Board 5000 equity shares for Members of the Board and 2500 equity shares for Officers and other Designated Employees shall be the Threshold Limit.

r) "Trading Window" - means a trading period for trading in the Company's Securities as specified by the Company from time to time. All days shall be the Trading Period except those days specified in Clause 9 hereunder.

s) "Unpublished Information" means information which is not published by the Company or its Agents and is not specific in nature.

#### Explanation

Speculative Reports in print or electronic media shall not be considered as Published Information

t) "Working day" shall mean the working day when the regular trading is permitted on the concerned stock exchange where the securities of the Company are listed.

u) Words and phrases not specifically defined herein shall have the same meaning as defined under the Act, Companies Act, and the Regulations as amended from time to time.

#### 5. Compliance Officer

Unless otherwise resolved by the Board of Directors, the Company Secretary for the time being of the Company shall be the Compliance Officer for the purpose of this Code.

## 6. Functions, duties and responsibilities of the Compliance Officer

The Compliance Officer shall be subject to the supervision of the Board of Directors of the Company.

The Compliance Officer shall be responsible for -

- Setting forth policies, procedures, monitoring adherence to the Rules for the preservation of Price Sensitive Information, Pre-clearance of Trades of Directors, Officers and Designated Employees and their Dependent Family Members and monitoring of trades and implementation of this Code.
- Maintaining the record of the Directors, Officers and Designated Employees and incorporate changes from time to time.
- Assisting all employees in addressing any clarifications in the Regulations or this Code.
- Ensuring that all Directors, Officers and Designated Employees of the Company shall conduct their dealings only when the Trading Window is open.
- Ensuring that all Directors, Officers and Designated Employees furnish the details of transactions in the securities of the Company as stated in Clause 7 in the prescribed form and maintain a record of all the intimation received for a period of at least three years.
- Maintaining records of all declarations as stated in Clause 7 in the prescribed form and to place the same before the Managing Director or the Joint Managing Director, as the case may be, on a monthly basis.
- Obtaining initial and continual disclosures from Directors, Officers and Designated Employees, major shareholders and to give information in respect of the disclosures made to all the Stock Exchanges where the securities are listed, within two working days\* of receipt.

## 7. Reporting requirement for transactions in Securities

### A. By Directors, Officers and Designated Employees

- Initial Disclosures

All Directors, Officers and Designated Employees shall forward the following details of their securities, including that of their Dependant Family Members, to the Compliance Officer in Form A annexed hereto.

Details of securities of the Company held:



a) at the time of joining of the Company &

b) by new Directors, Officers and Designated Employees within two working days of becoming Directors, Officers and Designated Employees.

- Monthly / Annual Disclosures

In addition to the above, they shall also furnish to the Compliance Officer the following:

a) Monthly statement of transactions in securities of the Company in Form B annexed hereto. If there is no transaction in a particular month, Nil statement need not be submitted.

b) Annual statement of all their holdings in securities of the Company to be submitted within 30 days of the close of each Financial Year in Form C annexed hereto.

- Continual Disclosures

Any change in shareholding or voting rights, if there is a change in such holdings from the last disclosure made and the said change exceeds Rs. 5,00,000/- in value or 25,000 shares or 1% of the total share holding or voting rights, whichever is lower. Such changes in shareholding or voting rights, to be disclosed to the Company and the stock exchange where the shares are listed within two working days or such other time limit as may be specified in Form D annexed hereto.

B. By Other major shareholders

- Initial Disclosure

Any person holding more than 5% shares / voting rights in the Company shall disclose the number of shares or voting rights held within two working days of receipt of intimation of allotment of shares or the acquisition of shares.

- Continual Disclosure

Any person who holds more than 5 % shares or voting rights in the Company shall disclose to the Company the number of shares or voting rights held and change in the shareholding or voting rights within two working days, even if such change results in shareholding falling below 5 %, if there has been change in such holdings from the last disclosure and such change exceeds 2 % of total shareholding or voting rights in the Company.

The disclosure required under this regulation may also be made through electronic filing in accordance with the system devised by the Stock Exchange.

## 8. Preservation of price sensitive information

a) Directors/Officers/Designated Employees shall maintain the confidentiality of all Price Sensitive Information. They shall, while in possession of any Price Sensitive Information, neither deal in the securities of the Company on the basis of Price Sensitive Information nor pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company.

b) Price Sensitive Information is to be handled on a "need to know" basis. It should be disclosed only to those within the Company who need the information to discharge their duty.

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

## 9. Prevention of misuse of price sensitive information

All Directors, Officers and Designated Employees of the Company shall be subject to trading restrictions in the following manner -

### Trading Window

(i) All Directors, Officers and Designated Employees of the Company shall trade in the Company's securities only during the period specified by the Company from time to time.

The "Trading Window " shall be closed during the time the information referred to hereunder is unpublished. When the "Trading Window " is closed, the Directors, Officers and Designated Employees shall not trade in the securities of the Company during that period.

ii) The "Trading Window " shall, inter-alia, be closed -

- From the date of the notice to the Stock Exchange of the meetings of the Directors or Committee of Directors until one day after the date of declaration /publication of the Annual /Half Yearly /Quarterly results as the case may be ;
- From the date of the Board Meeting where the decision on any of the following matters is taken until one day after the decision is made public:

- a) Intended declaration of dividends (Interim and / or Final);
- b) Issue of Securities or Buy-back of Securities;

- c) Any major expansion plans or execution of new projects;
- d) Amalgamation, merger or takeover;
- e) Disposal of the whole or substantially the whole of the undertaking;
- f) Any significant changes in policies, plans or operations of the Company having material impact on the financials of the Company.

- "Trading Window" may be closed by the Company during such time in addition to the above period, as it may deem fit from time to time.

iii) The Trading Window shall be opened 24 hours after the information is made public.

iv) No Director, Officer or Designated Employee shall conduct any dealing in the securities of the Company during the closure of the Trading window. In case of ESOPs (Employee Stock Option Plan), exercise of option may be allowed during the period when the Trading Window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when Trading Window is closed.

#### 10. Pre-clearance of Trades

All Directors, Officers and Designated Employees of the Company and their dependents intending to deal in the securities of the Company upto the Threshold Limit fixed, as defined and provided hereinbefore, may do so without any pre-clearance from the Compliance Officer.

In all other cases, they should pre-clear the transactions as per the pre-dealing procedure as provided hereunder :

a) Make an application in the prescribed form E annexed hereto, to the Compliance Officer indicating the estimated number of securities that he/she intends to deal in, the details as to the depository(ies) with which he/she maintains a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the Company in this behalf.

b) He / She shall execute an undertaking in favour of the Company incorporating, therein, inter alia, the following clauses, as may be applicable:

i) that he/she does not have any access or has not received Price Sensitive Information upto the time of signing the undertaking :

ii) that in case he/she 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/her position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public :

iii) that he/she has not contravened any provisions of this Code, as may be notified by the Company from time to time ;

iv) that he/she has made a full and true disclosure in the said matter.

c) The Directors/Officers/Designated Employees and their dependents shall execute their transactions in respect of securities of the Company within one week after the approval of pre-clearance is given failing which the transaction has to be pre-cleared again. They shall hold their investments in securities for a minimum period of 6 months from the date of purchase/actual allotment. In case of personal emergency the 6 months holding period may be waived by the Compliance Officer (application to made in Form F) after recording in writing the reasons in this regard.

In case of the Compliance Officer intending to deal in the securities of the Company beyond the threshold limit the pre clearance of the Managing Director will have to be obtained. Similarly in case of personal emergency Compliance Officer may obtain the waiver from the Managing Director with regard to complying the minimum period of holding investments for 6 months.

#### 11. Restrictions on the Company

The Company shall not deal in the Securities of another Company or associate of that other Company, while in possession of any Unpublished Price Sensitive Information of that other Company.

#### 12. Penalty

a) Any Director, Officer or Designated Employee, who trades in securities or communicates any information for trading in securities in contravention of this Code, shall be penalised and appropriate action shall be taken against them by the Company after giving reasonable opportunity to them to show-cause. He/ she shall also be subject to disciplinary action, as deemed appropriate, including wage freeze, suspension, ineligibility for future participation in ESOPs etc.



b) In addition to the action which may be taken by the Company, the persons violating the Regulations or this Code shall also be subject to action by SEBI as per SEBI Act. In case of any violation, the Company shall inform SEBI accordingly.

### 13. General

The decision of the Board of Directors of the Company with regard to any or all matters relating to this Code shall be final and binding on all concerned. The Board of Directors of the Company shall have the power to modify, amend or replace this Code in part or full as may be thought fit from time to time in their absolute discretion.

In case of any inconsistency between any of the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 1992 and this Code or in case of any omission of any of the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 1992 in this Code, the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 1992 shall prevail or be applicable, as the case may be.

14. This Code has been duly approved by the Board of Directors at their meeting held on 30.03.2009 and this Code shall be deemed to have come into force with effect from the said date.

Place : Kolkata  
Dated : 30.03.2009

For and on behalf of  
Pecco Motors Limited



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Kishan N Parikh  
( Managing Director )

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Alpa K Parikh  
( Wholetime Director )