



SOMI CONVEYOR BELTINGS LTD.

4 F-15, "Oliver House", New Power House Road, JODHPUR - 342 001 INDIA
Tel.: +91 - 291 - 2765400 to 09, 2610472, 2637564/65 Fax : +91 - 291 - 2765410, 2432307
E-mail : sales@somiconveyor.com • Visit us at : www.somiconveyor.com

MFG ALL TYPE OF FABRIC, STEEL CORD & BUCKET ELEVATOR BELTS

OUR CIN NO. L25192RJ2000PLC016480

SOMI/LEGAL & SECRETARIAL/BSE/2015/19
FAX/REGD.A.D/COURIER/E-MAIL
DATE: 30/05/2015

To,
The BSE Limited
Phiroze JeeJeebhoy Towers,
Dalal Street,
Mumbai-400001
Phones: 91-22-22721233/4
Fax: 022-2272 1278

Sir,

Subject: Code of Fair Disclosure and Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015

With reference to **SEBI Circular No.CIR/ISD/01/2015** dated 11th May, 2015, it is hereby informed that in pursuance of Regulation 8 & 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015 Company has formulated **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information** and **Code of Conduct for Internal Procedures and to Regulate, Monitor and Report Trading by Insiders**. These set of two Codes are effective from 30th May, 2015, onwards. Copy of these two codes are enclosed for your records.

Further, it is intimated that **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information** has been published on Company's Website (www.somiconveyor.com).

Kindly take note of the above information and Oblige.

For SOMI CONVEYOR BELTINGS LIMITED

AMIT BAXI
(Company Secretary and Compliance Officer)
Encl: As Above



SOMI CONVEYOR BELTINGS LIMITED

CIN: L25192RJ2000PLC016480

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

*(Pursuant to Regulation 8(1) and Schedule A of the SEBI (Prohibition of Insider Trading)
Regulations, 2015)*

FORMULATION & PUBLICATION OF CODE OF FAIR DISCLOSURE ON THE OFFICIAL WEBSITE OF THE COMPANY

- a. The Board of Directors of SOMI CONVEYOR BELTINGS LIMITED whose securities are listed on a Stock Exchange is required to formulate and publish on its official website, a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (Code of Fair Disclosure). The Board would follow each of the principles set out in Schedule A to the Regulations, without diluting the provisions of these regulations in any manner. The Code and any amendments thereto shall be promptly intimated to the Stock Exchanges on which the securities of the Company are listed. The Code shall also be published on the website of the Company.
- b. The Code shall become applicable from 30th May, 2015.
- c. The words, terms and expressions used in the Code shall have the same meanings given in Regulation 2 of Chapter I of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

**THE COMPANY WILL ADHERE TO THE FOLLOWING SO AS TO
ENSURE FAIR DISCLOSURE OF EVENTS AND OCCURRENCES THAT
COULD IMPACT PRICE DISCOVERY OF ITS SECURITIES IN THE
MARKET:-**

1. Prompt Public Disclosure Of Unpublished Price Sensitive Information

The Company shall make prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available, to stock exchanges, where its securities are listed. As a good corporate practice, the

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Unpublished Price Sensitive Information disclosed to the Stock Exchanges may be supplemented by updates to the press and by prompt updates on the Company's website. The Company may also consider other modes of public disclosures of such Information so as to improve investor access to the same.

2. Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

All the unpublished price sensitive information shall be reported promptly on uniform basis to all the stock exchanges on which the securities of the Company are listed for wide dissemination to avoid selective disclosure.

3. Designation of a senior officer as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

- i. Chief Financial Officer(CFO) of the Company has been designated as the Chief Investor Relations Officer (CIRO) to deal with dissemination of information and disclosure of unpublished price sensitive information. He shall be responsible to ensure timely and adequate disclosure of unpublished price sensitive information pursuant to the aforesaid Code. In the absence of the Chief Financial Officer for any reason, the Compliance Officer/Company Secretary or any other Officer of the Company duly authorized by the Managing Director or Whole Time Director of the Company shall officiate as the CIRO to discharge the responsibilities under the said Code.
- ii. The CIRO shall report to the Managing Director or Whole Time Director as the case may be and shall also co-ordinate with the Compliance Officer.
- iii. The CIRO shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and co-ordinating disclosure of Unpublished Price Sensitive Information to stock exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedures.
- iv. All disclosures/dissemination whatsoever of any information (save and except disclosures required to be made under any law or under this Code) on behalf of the Company shall be first shown to the CIRO for approval. Any such information shall be made public or published on behalf of the Company only if the same is approved by the CIRO. In case of doubt, the CIRO shall consult and seek approval of the

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Ami

G. Ghosh

Maheshwari

Jaymaheshwari

Arvind J. Maheshwari

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Managing Director or Whole Time Director as the case may be before dissemination of such information.

4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

- i. In case any Unpublished Price Sensitive Information gets disclosed selectively, inadvertently or otherwise, then such unpublished price sensitive information should be disseminated immediately to make such information generally available in accordance with the Code.
- ii. Should any dissemination of information on behalf of the Company take place without prior approval referred above, out of accidental omission, by any Employee or Director of the Company, such Employee/Director shall forthwith inform the CIRO about such disclosure irrespective of the fact whether such information is Unpublished Price Sensitive Information or not.

5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

- i. The Employees/Directors of the Company shall promptly direct any queries or requests for verification of market rumors received from stock exchanges or from the press or media or from any other source to the CIRO.
- ii. The CIRO on receipt of requests as aforesaid, shall consult, where required, the Managing Director or the CEO as the case may be and respond to the same without any delay.
- iii. The CIRO shall be also responsible for deciding, as to the necessity of a public announcement for verifying or denying rumors and thereafter making appropriate disclosures.
- iv. All the requests/queries received shall be documented and as far as practicable, the CIRO shall request for such queries/requests in writing.

6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.

- i. No person, except those authorised by the CIRO, shall disclose any information relating to the Company's securities to analysts/research personnel and institutional investors.

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Jurakeshwar *Shafiqulchak* *Dubli* *Mahendra*
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The CIRO shall be invited to meeting/ conferences organised by the Company with the analysts/institutional investors/research personnel.

ii. All Directors, Officers and Employees of the Company should follow the guidelines given hereunder while dealing with analysts and institutional investors:-

a. Sharing of unpublished price sensitive information: The Directors, Officers and Employees shall provide only generally available information to the analysts/research persons/large investors like institutions. In case, non-public information is proposed to be provided, the person proposing to so provide information shall consult the CIRO in advance. The CIRO in such cases, shall ensure that the information provided to the analysts/research person/investor as above is made generally available simultaneously with such disclosure.

b. Extreme care and caution should be taken when dealing with analysts' questions that raise issues outside the intended scope of discussion.

c. The CIRO should tackle the unanticipated questions carefully. The unanticipated questions may be noted and a considered response be given later, in consultation with the Managing Director or the CEO as the case may be. If the answer to any question requires dissemination of Unpublished Price Sensitive Information, the CIRO shall report the same to the Managing Director/CEO and obtain necessary approval for its dissemination to the Stock Exchanges/public announcement through press or through official website of the Company. The CIRO shall, after dissemination of such Unpublished Price Sensitive Information as aforesaid, respond to such unanticipated questions.

7. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

i. All the analyst, broker or Institutional Investor meetings shall be attended by the CIRO and at least one (or more) senior Employee(s) of the Company. The CIRO in order to avoid misquoting or misrepresentation shall arrange for making transcripts or recordings of the proceedings of the meetings with analysts and other investor relations conferences on the official website of the Company to ensure official confirmation and documentation of disclosure made.

ii. Wherever the Company proposes to organize meetings with investment analysts/institutional investors, the Company shall make a press release or post

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Yunaheshwari *Raedghal* *Quethi* *NY*

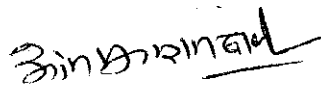
relevant information on its website after every such meeting. The Company may also consider live webcasting of analysts meets.

- iii. The CIRO shall be responsible for drafting of the press release or the text of the information to be posted on the website of the Company, in consultation with the Managing Director.

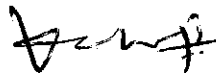
8. Handling of all unpublished price sensitive information on a need-to-know basis.

All the Unpublished Price Sensitive Information in the Company shall be handled on need to know basis. This means that such information should be disclosed only to those within the Company who need to know the same in furtherance of the insider's legitimate purposes, performance of duties or discharge of his/her legal obligations.

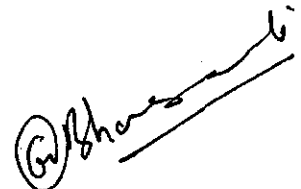
Approved and Accepted on 30th Day of May, 2015 by:



OM PRAKASH BHANSALI
(MANAGING DIRECTOR)
DIN: 00351846



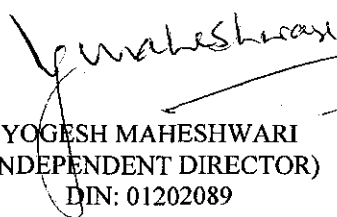
VIMAL BHANSALI
(WHOLE-TIME DIRECTOR)
DIN: 00351851



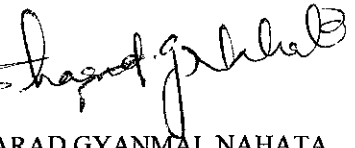
GAURAV BHANSALI
(WHOLE-TIME DIRECTOR)
DIN: 00351860



MAHENDRA KUMAR RAKECHA
(INDEPENDENT DIRECTOR)
DIN: 00648532



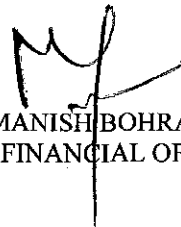
YOGESH MAHESHWARI
(INDEPENDENT DIRECTOR)
DIN: 01202089



SHARAD GYANMAL NAHATA
(INDEPENDENT DIRECTOR)
DIN: 06814502



SURBHI RATHI
(INDEPENDENT WOMAN DIRECTOR)
DIN: 07115169



MANISH BOHRA
(CHIEF FINANCIAL OFFICER)

SOMI CONVEYOR BELTINGS LIMITED

CIN: L25192RJ2000PLC016480

CODE OF CONDUCT FOR INTERNAL PROCEDURES AND TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS

(Pursuant to Regulation 9(1) and Schedule B of the SEBI (Prohibition of Insider Trading) Regulations, 2015)

(Effective from 30TH May, 2015)

I. PRELIMINARY

1. This Code of Conduct will be known as "SCBL: Code of Conduct for Internal Procedures and to Regulate, Monitor and Report Trading by Insiders" (hereinafter referred to as "Code").
2. The Company is a public company listed on the BSE Limited.
3. This Code has been made pursuant to Regulation 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as the "Regulations").
4. This Code shall come into force with effect from 30th May 2015 and the amendments to the CODE, if any, shall be effective from the date on which it is notified from time to time.

II. OBJECTIVE

The objective of this Code is to maintain the confidentiality of Unpublished Price Sensitive Information and to prevent misuse of such information. Every Director, Officer, Designated Employee of the Company and every connected person is under obligation to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. No Director, Officer, Designated Employee, Connected Person may use his or her position or knowledge of Unpublished Price Sensitive Information of the Company to gain personal benefit or to provide benefit to any third party.

This Code of Conduct applies to following and they shall be collectively referred to as Designated Persons:

1. All the Directors of the Company and Immediate Relatives of the Directors;
2. The Designated Employees of the Company and Immediate Relatives of Designated Employees; and
3. Employees and other Connected persons

III. DEFINITIONS

1. "Act" means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
2. "Board" means the Securities and Exchange Board of India.
3. "Board of Directors" means the Board of Directors of the Company.
4. "Companies Act" means The Companies Act, 2013.
5. "Company" or "the Company" means SOMI CONVEYOR BELTINGS LIMITED.
6. "Compliance Officer" means the Company Secretary for the time being of the Company or any senior officer appointed by the Board of Directors for the purpose of this Code and the Regulations.
7. "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 Company's 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 recognised or authorized by the Board; or
 - i. a banker of the company; or
 - j. 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.

8. **"Designated persons"** shall mean all employees comprising the top three tiers of the Company's management, all employees in Finance, Legal, Secretarial and Communication Department and such other employees who may be so designated, from time to time, by the Board of Directors for the purpose of this Code and who may be able to have access to any 'unpublished price sensitive information' as defined in this Code or the Regulations. Top three tiers of the Company's management shall include Board of Directors.
9. **"generally available information"** means information that is accessible to the public on a non-discriminatory basis.
10. **"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.
11. **"insider"** means any person who is-
 - a. a connected person, or
 - b. in possession of or having access to Unpublished Price Sensitive Information
12. **"key managerial personnel"**, in relation to the Company, means—
 - a. the Chief Executive Officer or the Managing Director or the manager;
 - b. the Company Secretary;
 - c. the Whole-time Director;
 - d. the Chief Financial Officer; and
 - e. such other officer as may be prescribed under the Companies Act.
13. **"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.
14. **"securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.
15. **"takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
16. **"threshold limit"** means the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregating to a traded value of ten lakh rupees.
17. **"trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
18. **"trading day"** means a day on which the recognized stock exchanges are open for trading.
19. **"trading window"** means a trading period for trading in the Company's Securities as specified by the Company from time to time in Clause VII of this Code.
20. **"unpublished price sensitive information"** means any information, relating to the 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: –
 - a. financial results;
 - b. dividends;
 - c. change in capital structure;
 - d. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - e. changes in key managerial personnel; and
 - f. material events in accordance with the listing agreement.

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 legislation.

IV. COMPLIANCE OFFICER – FUNCTIONS, DUTIES AND RESPONSIBILITIES

The Compliance Officer, subject to the supervision of the Board of Directors shall be responsible for –

1. The Company has appointed Company Secretary of the Company as the Compliance Officer for the purposes of compliance under this Code of Conduct.
2. The Compliance Officer shall report to the Board of the Company and in particular, shall provide quarterly reports to Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors in relation to the mandates of the Regulations and Code of Conduct.
3. The Compliance Officer shall assist all employees in addressing any clarifications regarding the Regulations and the Code of Conduct.
4. The Compliance Officer shall monitor, review and approve all Trading Plans.

5. The Compliance Officer shall, based on his/her discretion and occurrence of specific events detailed in this Code of Conduct, regulate and monitor the Trading Window of the securities of the Company.
6. The Compliance Officer may inquire any employee in relation to Trading of securities and handling of unpublished price sensitive information of the Company.
7. The Compliance Officer may require any other persons (law firms, consultants, investment bankers, vendors, customers, bankers etc.) to disclose shareholding and trading in securities of the Company.
8. The Compliance Officer shall assist the Company in formulation of Chinese walls and Crossing the Wall policy in order to regulate the abuse of unpublished price sensitive information.
9. The Compliance Officer shall confidentially maintain a list of such securities as a restricted list which shall be used as their basis for approving or rejecting application for pre- clearance of trades.
10. The Compliance Officer will propose necessary changes to this Code of the Company, as and when the same are necessitated. The proposal will be considered by the Board of Directors of the Company and, if approved, will take effect immediately following the Board Meeting in which such proposals are approved.
11. The Compliance Officer will maintain a record (either manual or in electronic form) of the Designated Persons and their immediate relatives and changes thereto from time to time, in consultation with Managing Director of the Company.

V. PRESERVATION OF PRICE SENSITIVE INFORMATION

1. 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 which entails:

- an obligation to make an open offer under the Takeover Regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or
- not attracting the obligation to make an open offer under the Takeover Regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

2. 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.

3. Limited access to Confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and pass word, etc. Files containing confidential information should be deleted / destroyed after its use.

4. The Compliance Officer may require any person having contractual or fiduciary relation with the Company to formulate policies to safely handle unpublished price sensitive information relating to the securities of the Company.
5. The Company while dealing with any market intermediary, client, agent or any other person, who is required to handle unpublished price sensitive information shall ensure that such person has formulated a code of conduct as per the requirements of the Regulations.

VI. CHINESE WALLS AND CROSS THE WALL; RESTRICTED LIST

1. The Compliance Officer shall monitor and regulate the Company's Chinese walls and Cross the wall procedures.
2. In general, Chinese Walls separate areas that have access to confidential inside information from those who do not have such access. The Company shall formulate Chinese Walls to operate as barriers to the passing of inside information and confidential information and a means of managing Conflicts of Interest.
3. The Chinese Walls designed to manage confidential information and prevent the inadvertent spread and misuse of inside information, or the appearance thereof. Board shall understand where Chinese Walls have been set up or where they are needed according to this Policy, corporate governance requirements or Regulations.

4. The employees working within an insider area are prohibited from communicating any confidential or inside information to employees in public areas without the prior approval of Compliance Officer.
5. Employees within a Chinese Walls have a responsibility to ensure the Chinese Wall is not breached deliberately or inadvertently. Known or suspected breaches of the Chinese Wall must be referred to the Compliance Officer immediately.
6. The Company shall ensure that appropriate policies, procedures and physical arrangements are implemented for the relevant businesses and that such polices are complied with by all affected employees.
7. The establishment of Chinese Walls is not intended to suggest that within insider areas material, confidential information can circulate freely. Within insider areas, the need-to-know shall be in effect.

Crossing the Wall

8. If an employee/outside receives inside information from the inside area of the Company, it is treated that the said employee or outsider has crossed the wall. Pursuant to crossing the wall, the employee becomes an insider. Such employee/outside must be subject to all restrictions and prohibitions as required under this Code of Conduct, Regulations and policies relating to Chinese Walls. An employee is no longer a temporary insider when the inside information is published or no longer significant to the market.
9. The Compliance Officer must formulate policies on actions to be taken when employees receive information from inside area behind the Chinese wall, information that cannot be discussed between the employees of different verticals.
10. If any person crosses the wall, the same should be immediately reported to the Compliance Officer. The Compliance Officer shall make sure that all restrictions are imposed on such employee relating to the protection to unpublished price sensitive information.
11. The Compliance Officer when satisfied that the insider information is generally available may lift such restrictions imposed on such employee.

Restricted List

12. The Company shall restrict trading in certain securities and designate such list as restricted list in order to monitor Chinese wall procedures and trading in client securities based on inside information.
13. The Compliance Officer shall maintain, review and update such restricted list in consultation with the business heads, sales and operations personnel or any other person who is likely to have access to unpublished price sensitive information relating to other companies in the course of their employment. All such personnel/employees shall immediately report to the Compliance Officer in case they receive, access or procure, directly or indirectly, any unpublished price sensitive information.
14. The Compliance Officer while maintaining the restricted list may keep the following situations in mind. Whether the Company is handling any assignment for the listed company, preparing appraisal report, handling any information which might have an impact on credit rating, developing products or report or any other assignment which is likely to affect the securities price.
15. The restricted list is highly confidential information it shall not be communicated, directly or indirectly, to anyone outside the Company.
16. When any securities are on the Restricted List, trading in these securities by Designated Persons may be blocked or may be disallowed at the time of pre-clearance.

VII. COMMUNICATION OR PROCUREMENT OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the Company or securities listed 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.
2. No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
3. An unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would—
 - a. entail an obligation to make an open offer under the takeover regulations where the board of directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company;
 - b. not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the Company is of informed opinion that the proposed transaction is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine.
4. For purposes of sub-clause (3) above, the board of directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of sub-regulation (3), and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

VIII. TRADING PLANS

1. An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan (ANNEXURE – 1)
1. Such trading plan shall:
 - a. not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
 - b. not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
 - c. entail trading for a period of not less than twelve months;
 - d. not entail overlap of any period for which another trading plan is already in existence; and
 - e. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected
 - f. not entail trading in securities for market abuse.
2. The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of SEBI Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
3. The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan. Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid a violation of sub-regulation (1) of regulation 4 of SEBI Regulations.
4. Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed and also intimate the same to the insider in the prescribed format/ (ANNEXURE – 2)

IX. TRADING WINDOW

1. Designated persons may execute trades subject to compliance with this Code and the Regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the Designated Persons. The trading window shall be closed when the Compliance Officer determines that a Designated Person or class of 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. Designated Persons and their immediate relatives shall not trade in securities when the trading window is closed.
2. 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. and their immediate relatives, assisting or advising the Company.
3. The Compliance Officer shall close the trading window seven (7) days prior to and during the time the unpublished price sensitive information is to be published.
4. The notice of closure of Trading Window intimated to the Stock Exchanges, if any, wherever the securities of the Company are listed, by the Compliance Officer, shall be deemed as intimation to the Designated Persons / Insiders for adherence and compliance with this Code.
5. The timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.
6. The "Trading Window" shall, inter-alia, remain closed from:
 - a. the date of intimation, to the Stock Exchanges, of the date of Board Meeting/Committee Meeting for declaration /publication of the Annual /Half Yearly /Quarterly financial results or recommendation/declaration of dividend, until 48 hours after the said results/dividend detail is made generally available; and
 - b. the actual date of Board Meeting/Committee Meeting; until 48 hours after the decision is made generally available, wherein, decision is required to be taken on the following matters:
 - i. change in capital structure;
 - ii. Declaration of financial results (quarterly and annual), standalone and consolidated, of the Company;
 - iii. Intended declaration of dividends (both interim and final);

- iv. Issue of securities by way of public, bonus, rights etc or buy-back of securities
 - v. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - vi. changes in key managerial personnel; and
 - vii. material events in accordance with the listing agreement.
7. Trading Window may be closed by the Company during such time in addition to the above period, as it may deem fit by the Compliance Officer.

X. PRE-CLEARANCE OF TRADES

2. All Specified 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 Rs. 10 Lakhs (market value), 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.
3. An application shall be made in the prescribed form to the Compliance officer indicating the estimated number of securities that Designated Persons and / or their immediate relatives intend to trade in, the details as to the depository with which the Designated Persons and their immediate relatives has 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. (ANNEXURE – 3)
4. An undertaking shall be executed in favour of the Company by the concerned Designated Persons and / or their immediate relatives incorporating, inter alia, the following clauses, as may be applicable:
 - a. That the Designated Person and / or his immediate relatives does not have any access or has not received Unpublished Price Sensitive Information up to the time of signing the undertaking.
 - b. That in case the Designated Person and / or his immediate relatives has access to or receives Unpublished 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 trading in the securities of the Company 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 the Company from time to time.
 - d. That he/she has made a full and true disclosure in the matter.
5. No Designated Person or his immediate relatives shall apply for pre-clearance of any proposed trade if such Designated Persons and / or his immediate relatives is in possession of Unpublished Price Sensitive Information even if the trading window is not closed.
6. The concerned Designated Person shall intimate to the Compliance Officer in the prescribed form of the details of trades executed by him and / or his immediate relatives in the securities of the Company (above a minimum threshold limit of Rs. 1,000,000 whether in one transaction or a series of transactions over any calendar month) within two trading days of such execution. (ANNEXURE-4)
7. The concerned Designated Person shall intimate to the Compliance Officer in the prescribed form, of his or his immediate relative(s)' decision of not trading in the securities of the Company after securing pre-clearance. Such intimation shall be given within two trading days after the expiry of seven trading days after the approval of pre-clearance is given. (ANNEXURE-5)

XI. OTHER RESTRICTIONS

1. All Designated Persons and their immediate relatives shall execute their order in respect of securities of the company within seven trading days after the approval of pre-clearance is given. If the order is not executed within seven trading days after the approval is given, the concerned Designated Person and / or his immediate relatives must again apply for pre-clearance of the transaction.
2. All Designated Persons and their immediate relatives who buy or sell any number of shares of the Company shall not execute a contra trade during the next six months following the prior transaction. 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 Education and Protection Fund administered by SEBI under the SEBI Act.
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.

XII. DISCLOSURES

1. Every public disclosure shall be made in the prescribed form.
2. The disclosures to be made by any person under this clause shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

3. The 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 purposes of this Chapter: Provided that trading in derivatives of securities is permitted by any law for the time being in force.
4. The disclosures made under this clause shall be maintained by the Company, for a minimum period of five years, in such form as may be specified.

A. Initial Disclosures

1. Every promoter, key managerial person, director and designated employee of the Company shall disclose his holdings of securities of the Company as on the date of SEBI Regulations taking effect, to the Company within thirty days of SEBI Regulations taking effect in **FORM A**.
2. Every person on appointment as a key managerial person or a director of the Company or a designated employee or upon becoming a promoter shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the Company, within seven days of such appointment or becoming a promoter in **FORM B**.

B. Continual Disclosures

1. Every promoter, employee and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 1,000,000 ("Prescribed Threshold"). (Annexure – 6 & 7)
2. The Company 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.

Explanation. — It is clarified for the avoidance of doubts that the disclosure of the incremental transactions under this sub-clause, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause (1) above.

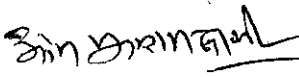
Disclosures by other connected persons

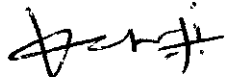
The Company may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with SEBI Regulations.

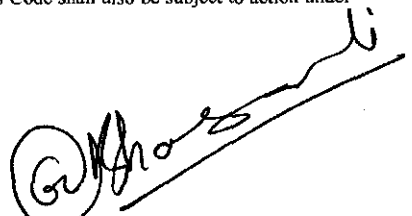
XIII. PENALTY FOR NON-COMPLIANCE OF THIS CODE

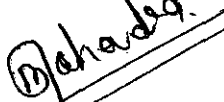
1. Any Promoter, Director, Employee or other connected person, who trades in securities or communicates any information for trading in securities in contravention of this Code, shall be penalized and appropriate action shall be taken against them by the Company after giving reasonable opportunity to them to show-cause. He/ she shall also be subject to disciplinary action, as deemed appropriate by the Board of Directors which may include wage freeze, suspension, in-eligibility for future participation in ESOPs etc.
2. 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 under SEBI Act. In case of any violation, the Board of Directors shall inform the Board accordingly.

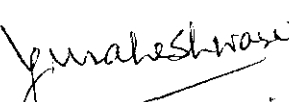
Approved and Accepted on 30th Day of May, 2015 by:

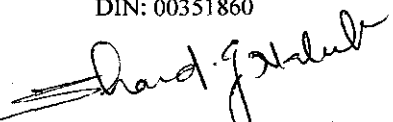

OM PRAKASH BHANSALI
(MANAGING DIRECTOR)
DIN: 00351846

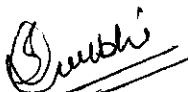

VIMAL BHANSALI
(WHOLE-TIME DIRECTOR)
DIN: 00351851

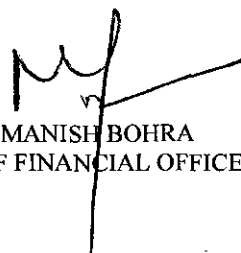

GAURAV BHANSALI
(WHOLE-TIME DIRECTOR)
DIN: 00351860


MAHENDRA KUMAR RAKECHA
(INDEPENDENT DIRECTOR)
DIN: 00648532


YOGESH MAHESHWARI
(INDEPENDENT DIRECTOR)
DIN: 01202089


SHARAD GYANMAL NAHATA
(INDEPENDENT DIRECTOR)
DIN: 06814502


SURBHI RATHI
(INDEPENDENT WOMAN DIRECTOR)
DIN: 07115169


MANISH BOHRA
(CHIEF FINANCIAL OFFICER)

ANNEXURE-1
FORMAT FOR REQUEST OF TRADING PLAN

Date: _____

The Compliance Officer,
Somi Conveyor Beltings Limited
4F-15, Oliver House,
New Power House,
Jodhpur, Rajasthan – 342003

Dear Sir,

Sub –Request of Trading Plan

I _____ (*Name of Employee*), in my capacity as _____ (*Designation*) of the company submit the following trading plan for your review and approval in terms of the Code of Conduct and Insider Trading Regulations.

Trading Plan

Date/intervals of trade execution	No of securities to be traded	Nature of transaction & quantity.			Trading account details	Trading Member details
		Purchase	Sale	Others		

Details of securities held by Immediate Relative of the Employee

Name of the person and Relationship with the Designated Employee	Date of trading in securities	No of securities to be traded	Nature of transaction & quantity.			Trading account details	Trading Member details
			Purchase	Sale	Others		

I hereby undertake that I am not in violation of Company's Code of Conduct or SEBI Insider Trading Regulations while formulating the aforesaid trading plan.

I undertake to furnish such information as required by the Compliance Officer with regard to the Trading Plan.

Sign _____

ANNEXURE-2
FORMAT FOR APPROVAL OF TRADING PLAN

Date: _____

Name: *(Name of Employee)*,

Designation: *(Designation)*

Address:

This is to inform you that your request/immediate relatives request for approval of trading plan in relation to shares of the Company as mentioned in your application dated [Insert Date] is approved.

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.

You acknowledge that in order to comply with the principles of Code of Conduct and SEBI (Prohibition of Insider Trading) Regulations, 2015 you may be required to further furnish information in relation to the trading plan.

The approval is based on your express undertakings that you will not contravene any provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Code of Conduct and the Trading plan is not for the purposes of market abuse.

Yours faithfully,

For **SOMI CONVEYOR BELTINGS LIMITED**

(COMPLIANCE OFFICER)

**ANNEXURE-3
PRE-CLEARANCE FORM**

Date: _____

The Compliance Officer,
Somi Conveyor Beltings Limited
4F-15, Oliver House,
New Power House,
Jodhpur, Rajasthan – 342003

Dear Sir,

Sub – Pre-clearance for trading in securities of the Company

I / we, the undersigned, hereby state that I / my immediate relative(s) intend to sell / purchase shares of the Company within 7 trading days of pre-clearance. The details are:

Name - _____

Relationship with the employee - _____

No. of shares held - _____ (In words _____)

Nature of Security - Equity Shares

I, the undersigned, hereby undertake –

a) That I / my immediate relative(s) do not have any access or have not received "Price Sensitive Information" up to the time of signing the undertaking.

b) That in case I / my immediate relative(s) have access to or receive "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance officer of the change in my position and that I / my immediate relative(s) would completely refrain from trading in the securities of the Company till the time such information becomes public.

c) That I / my immediate relative(s) have not contravened the Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time.

d) That I have made a full and true disclosure in the matter. Kindly grant your permission for the intended dealing in shares.

Kindly take the same on record.

Thanking you,

ANNEXURE-4
FORM FOR REPORTING OF TRADES EXECUTED

Date: _____

The Compliance Officer,
Somi Conveyor Beltings Limited
4F-15, Oliver House,
New Power House,
Jodhpur, Rajasthan – 342003

Dear Sir

Sub – Intimation of Execution of Trades in securities of the Company

I / we, the undersigned, hereby state that I / my immediate relative(s) / we have sold / purchased shares of the Company, details of which are given below:

Name of Seller / Purchaser - _____

Relationship with the employee - _____

No. of Shares Sold / Purchased - _____ (In words _____)

Nature of Security - Equity Shares

Date of Trade - _____

Sale / Purchase Price (Rs.) - _____

Sale / Purchase Value (Rs.) - _____

DP ID - _____

Client ID - _____

DP Name - _____

PAN Number - _____

Kindly take the same on record.

Thanking you,

ANNEXURE-5
FORM FOR REPORTING OF DECISION NOT TO TRADE AFTER SECURING PRE-CLEARANCE

Date: _____

The Compliance Officer,
Somi Conveyor Beltings Limited
4F-15, Oliver House,
New Power House,
Jodhpur, Rajasthan – 342003

Dear Sir

Sub – Reporting of Decision Not to Trade After Securing Pre-Clearance

I / we, the undersigned, hereby state that I / my immediate relative(s) / we have taken a decision of not to sell / purchase shares of the Company after obtaining pre-clearance for the following reason:

Kindly take the same on record.

Thanking you,

ANNEXURE-6
INTIMATION REGARDING SHAREHOLDING

Date: _____

The Compliance Officer,
Somi Conveyor Beltings Limited
4F-15, Oliver House,
New Power House,
Jodhpur, Rajasthan – 342003

Dear Sir,

Sub – Intimation regarding shareholding

I / We, the undersigned, hereby state that as on date I / my immediate relatives / we hold _____ equity shares of the Company, the details of which are given below:

Name of the holder - _____

Relationship with the employee - _____

No. of shares held - _____ (In words _____)

Nature of Security - Equity Shares DP ID - _____

Client ID - _____

DP Name - _____

PAN Number - _____

Kindly take the same on record.

Thanking you,

ANNEXURE-7
FORM FOR REPORTING OF TRADES EXECUTED IN EXCESS OF THE PRESCRIBED THRESHOLD

Date: _____

The Compliance Officer,
Somi Conveyor Beltings Limited
4F-15, Oliver House,
New Power House,
Jodhpur, Rajasthan – 342003

Dear Sir,

Sub – Form for Reporting of Trades Executed In Excess of the Prescribed Threshold

I / We, the undersigned, hereby state that I / my immediate relative(s) / we have sold / purchased shares of the Company in excess of the value of Rs. 1,000,000 during the quarter from 1st _____ to _____, 20_____, details of which are given below:

Name of Seller / Purchaser	Relationship with the employee	No. of Shares Sold / Purchased	Date of Trade	Sale / Purchase Price (Rs.)	Sale / Purchase Value (Rs.)	DP ID & Client ID	DP Name

Kindly take the same on record.

Thanking you,

FORM A

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

[Regulation 7 (1) (a) read with Regulation 6 (2)]

Name of the company: _____

ISIN of the company: _____

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

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		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	

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

Signature:

Designation:

Date:

Place:

FORM B

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

[Regulation 7 (1) (b) read with Regulation 6(2)]

Name of the company: _____

ISIN of the company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/appointme nt of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/appointme nt of Director/KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		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	5	6	6	7	7

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

Signature:

Designation:

Date:

Place:

FORM C

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

[Regulation 7 (2) read with Regulation 6(2)]

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos.	Category of Person (Promoters/ KMP / Directors / immediate relatives/ others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public rights/preferential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

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

Signature:

Designation:

Date:

Place:

Form D (Indicative format)

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

Regulation 7(3) – Transactions by Other connected persons as identified by the company

Name, PAN No., CIN/DIN & address of connected persons, as identified by the company with contact nos.	Connection with company)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public/ rights/ preferential offer / off market/ Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

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

Name:

Signature:

Date:

Place:
