



## **CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES OF THE COMPANY BY INSIDERS**

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### **1) PREAMBLE:**

The Securities and Exchange Board of India (SEBI) notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 on January 15, 2015. The same has been amended from time to time. Pursuant to regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015, every listed company is required to formulate a code of conduct to regulate, monitor and report trading by its Designated Persons, Employees and other Connected Persons.

It is the policy of the Company to strive to preserve the confidentiality of “Unpublished Price Sensitive Information” and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every Director/Employee of the Company has a duty to safeguard the confidentiality of all “Unpublished Price Sensitive Information” obtained in the course of his/her duty. No Director/Employee may use his/her position or knowledge of Company to gain personal benefit or to provide benefit to any third party.

### **2) OBJECTIVE:**

This Code is framed as per the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, to regulate, monitor and report trading by insiders.

The Code encourages timely reporting and adequate disclosure of price sensitive information by Designated Persons and Connected Persons. Further the Code also endeavors to put in place an adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading.

### **3) APPLICABILITY:**

The Code shall be applicable to Designated Persons and immediate relatives of designated persons as described in the Code or as may be specified by the Board of Directors in consultation with the Compliance Officer.

#### 4) **DEFINITIONS:**

- a) "Act" means the Securities and Exchange Board of India Act, 1992.
- b) "Board" means the Board of Directors of the Company.
- c) "Code" or "Code of Conduct" shall mean the Code of Conduct for Regulating, Monitoring and Reporting of trading by insiders of the Company as amended from time to time.
- d) "Company" means **DCX SYSTEMS LIMITED**.
- e) "Compliance Officer" means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be.
- f) "Connected Person" means:
  - (i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
  - (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established.
    - a) an immediate relative of connected persons specified in clause (i); or
    - b) a holding company or associate company or subsidiary company; or
    - c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
    - d) an investment company, trustee company, asset management company or an employee or director thereof; or
    - e) an official of a stock exchange or of clearing house or corporation; or
    - f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
    - g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
    - h) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or

- i) a banker of the Company; or
- j) A concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.
  
- g) "Contra Trade" means a trade or transaction which involves buying or selling any number of shares of the Company and within 6 months trading or transacting an opposite transaction involving sell or buy following the earlier transaction.
  
- h) "Dealing in Securities" means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.
  
- i) "Designated Person(s)" means employees designated as such, on the basis of their functional role in the Company based on their duties, functions, seniority and/or professional designation and without prejudice to the generality of the foregoing, the following persons shall be deemed to be Designated Person(s):
  - a) Promoter(s) and Members of the Promoter Group of the Company
  - b) Director(s) of the Company
  - c) Employee(s) in the category of Key Managerial Personnel (KMP)
  - d) Managing Director & CEO and Employee(s) two levels below of the Company/its material subsidiaries, including Senior Vice President and above, and Management Committee Members;
  - e) Employees functioning as Personal Assistants/ Confidential Secretaries to the persons in category a to d above.
  - f) Employees in the category of Plant head and/or Manager and above in the Finance Department of the Company /its material subsidiaries.
  - g) Chief Internal Auditor and Manager and above in Internal Audit Department
  - h) Employees functioning in IT Dept. in Manager and above grades
  - i) Employees in Corporate Strategy Dept., CEO's office & CFO's office
  - j) Employees in the category of Manager and above in Legal Department
  - k) Employees/trainees in the Company Secretarial team, Finance team, irrespective of their role and grade
  - l) Such other persons having permanent or intermittent access to UPSI as may be determined by the Compliance Officer in consultation with and/or as per the advice of Managing Director & CEO and/or Chief Financial Officer.
  
- j) "Chinese Wall" means policies, procedures and physical arrangements designed to manage and safeguard UPSI (defined hereinafter) and prevent inadvertent transmission or communication thereof.
  
- k) "Director" means a member of the Board of Directors of the Company.
  
- l) "Employee" means every employee of the Company including the Directors in the employment of the Company.
  
- m) "Generally available Information" means information that is accessible to the public on a non-discriminatory basis.

- n) "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
- o) "Insider" means any person who,
  - (i) a connected person; or
  - (ii) In possession of or having access to unpublished price sensitive information; or
  - (iii) in receipt of Unpublished Price Sensitive Information pursuant to a Legitimate purpose
- p) "Key Managerial Person" means person as defined in Section 2(51) of the Companies Act, 2013
- q) "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:
- r) "Promoter Group" 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:
- s) "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;
- t) "Takeover regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- u) "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly
- v) "Trading Day" means a day on which the recognized stock exchanges are open for trading;
- w) "Unpublished Price Sensitive Information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
  - i. financial results;
  - ii. dividends;
  - iii. change in capital structure;
  - iv. mergers, de-mergers, acquisitions, delisting's, disposals and expansion of business and such other transactions;
  - v. changes in key managerial personnel; and
  - vi. material events in accordance with the listing agreement

- x) "Regulations" shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- y) "Specified Persons" means all Directors, Connected Persons, the Insiders, Employees and the Promoters and their immediate relatives are collectively referred to as Specified Persons.

#### **5) ROLE OF COMPLIANCE OFFICER:**

The Compliance Officer shall report to the Board of Directors and shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors on quarterly basis.

The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of unpublished price sensitive information, pre-clearing the trades of Directors and Designated Persons and their immediate relatives, monitoring of trades and implementation of the Code of Conduct under the overall supervision of the Board of Directors of the Company.

The Compliance Officer shall maintain a record of the designated employees and changes, if any, from time to time.

The Compliance Officer may in consultation with the Chief Financial Officer or with Chairman and Managing Director ("CMD") of the Company under the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Managing Director & CEO or Executive Director(s), specify prohibited period from time to time and immediately make an announcement thereof to all concerned.

The Compliance Officer shall maintain a record of Prohibited Period specified from time to time.

The Compliance Officer shall maintain records of all the declarations submitted in the appropriate form given by the Directors and Designated Employees for a minimum period of three years.

The Compliance Officer shall put in place an adequate and effective system of internal controls to ensure compliance with the requirements of SEBI (PIT) Regulations to prevent insider trading.

#### **6) PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION:**

Designated Persons and Insiders shall maintain confidentiality of all "Unpublished Price Sensitive Information". Designated Persons and Insiders shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company based on the same.

Designated Persons and Insiders who are privy to “Unpublished Price Sensitive Information” shall handle the same on a need to know basis. Such 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. No Unpublished Price Sensitive Information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties and discharge of legal obligations.

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:-

- i. 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
- ii. 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.

#### **7) LIMITED ACCESS TO CONFIDENTIAL INFORMATION:**

All physical files containing confidential information shall be kept secure under lock and key in custody of officials having such information/ documents. Computer files shall have adequate security of login and passwords. Files containing confidential information should be deleted/destroyed after its use.

#### **8) PREVENTION OF MISUSE OF UNPUBLISHED PRICE SENSITIVE INFORMATION:**

To prevent the misuse of unpublished price sensitive information, the Company has adopted following norms for Chinese wall procedures which separates those departments which routinely have access to Unpublished Price Sensitive Information, considered as inside areas from other departments providing support services, considered as public areas:

- a. The Employees in the inside areas are not allowed to communicate any unpublished price sensitive information to anyone in the public areas.
- b. The Employees in inside area may be physically separated from the Employees in public area.
- c. The demarcation of various departments as inside area shall be determined by the Compliance Officer in consultation with the Board.
- d. Only in exceptional circumstances, Employees from the public areas are brought over the wall and given unpublished price sensitive information on need to know basis under intimation to the Compliance officer.

## 9) **TRADING WINDOW:**

All Directors and Designated persons shall be subject to certain trading restrictions as enumerated below:

- a. The Company shall specify a trading period, to be called "Trading Window period", being the period during which transactions in the shares of the Company can be done by Directors and Designated Persons (hereinafter referred to as Trading Window) for trading in the Company's securities;
- b. The Promoters, Directors, KMPs, Designated Persons and their immediate relatives shall not trade in securities when the trading window is closed. The trading window shall be closed when the Compliance Officer determines that these persons can reasonably be expected to have possession of UPSI. The Trading Restriction Period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by Audit Committee and Board Meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information. In other cases, Trading Window will be closed 7 days before the date of Board Meeting related with any item that may give rise to UPSI. Trading window shall open 48 hours after the UPSI is made generally available.

The trading window shall also be applicable to any person having contractual or fiduciary relation with the company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company.

The Compliance Officer may communicate to the Directors/Designated Persons about the closure of Trading Window for any other purpose/event, as he may deem fit, by way of e-mail in the Company' email system or otherwise.

- c. The Directors/Designated Persons and their immediate relatives shall not trade in the Company's shares during the period when the Trading Window is closed and will have to forego the opportunity to trade in the Company's securities during such period.
- d. All Directors and Designated Persons shall conduct all their dealings in the shares of the Company only during the period the Trading Window is open and shall not do any transaction involving the purchase or sale of the Company' s shares during the periods when Trading Window is closed or during any other period as may be specified by the Company from time to time.



## **10) PRE-CLEARANCE OF TRADES:**

All Directors/Designated Persons and their immediate relatives who intend to deal (sale/purchase) in the securities of the Company of above 5.00 Lacs Market Value in one or more transactions in a calendar quarter shall get the transaction(s) pre-cleared in the manner enumerated below, provided that, 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:

- a. an application in the prescribed manner shall be made to the Compliance Officer by the Director/Designated Persons/ immediate relatives indicating the estimated number of securities that such person intends to deal in, details of depository and such other information as may be prescribed by the Company (Proforma I);
- b. before the deal is executed, the Director/Designated Person/ immediate relatives shall execute an undertaking (Proforma II) in favour of the Company incorporating inter alia, the following clauses that:
  - i. he/she does not have any access or has not received "Unpublished Price Sensitive Information" up to the date of signing the undertaking;
  - ii. in case he/she has access to or receives "Unpublished Price Sensitive Information" after the signing of this 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 shall completely refrain from dealing in the securities of the Company till such time such information becomes generally available ;
  - iii. he/she has not contravened the Code of Conduct as notified by the Company from time to time; and
  - iv. He/she has made full and true disclosure in the matter.
- c. The pre-clearance approval by the Compliance Officer, if any, shall be as per Proforma III.
- d. All Directors/Designated Persons/ immediate relatives shall execute their order in respect of the securities of the Company within seven (7) trading days after the pre-clearance approval is received. The date on which the order is executed shall be intimated forthwith to the Compliance Officer in prescribed form within two trading days from the date of executing the order (Proforma IV). If the order is not executed within seven (7) trading days after the approval is given, the Director/ Designated Person/immediate relatives must pre- clear the transaction again.



## **11) TRADING PLAN:**

An insider may formulate a trading plan for dealing in securities of the Company 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. (Proforma V)

### **Trading Plan shall:**

- i. not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- ii. not entail 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;
- iii. entail trading for a period of not less than twelve months;
- iv. not entail overlap of any period for which another trading plan is already in existence;
- v. 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; and
- vi. Not entail trading in securities for market abuse.

The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he/ she shall be entitled to take express undertakings as may be necessary to enable the assessment of the plan and to approve and monitor the implementation of the plan as per the provisions of the Regulations.

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.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive Information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information.

Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer. However, in such case the Insider can deal in securities of the Company on that trading day on which the trading window is re-opened.

Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

## **12) CONTRA TRADE:**

Designated Person(s) and their Immediate Relatives shall not execute contra trade including taking contra positions during the next 6 (six) months following the prior trade.

Provided this restriction shall not be applicable in case -

- a) trade pursuant to exercise of stock options and
- b) trade carried out in accordance with a trading plan approved as per trading plan hereinabove

Designated Persons shall not enter into any trading including but not limited to intra-day transactions, in violation of the Regulations.

The Compliance Officer may grant relaxation from strict application of contra trade restriction for reasons to be recorded in writing provided that such relaxation does not violate these Regulations. In the event, any such contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

## **13) OTHER RESTRICTIONS:**

- a. All directors/designated persons shall not take any position in derivative transactions in the shares of the company at any time.
- b. In case any trade be executed inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the board for credit to the investor protection and education fund administered by SEBI.
- c. The Compliance Officer may waive the holding period in cases where the sale of shares is necessitated by personal emergency after recording his/her reasons in writing in this regard. An application in this regard shall be made to the Compliance Officer in the prescribed format. (Proforma VI)

## **14) REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:**

General:

- I. The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- II. 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 Code.
- III. The disclosures made under this Code shall be maintained for a period of eight years.

**Initial Disclosure:**

Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a member of the promoter group shall disclose to the Company in the prescribed form, his holding of securities of the Company as on the date of appointment or becoming a member of the promoter, within 7 (seven) days of such appointment or becoming a member of promoter group. (Proforma VII)

**Continual Disclosure:**

Every promoter, designated person, member of the promoter group and director of every 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 5.00 Lakhs (five lakh rupees). (Proforma VIII)

**Disclosure by the Company to the Stock Exchanges:**

The Company shall notify the particulars of the trading to the stock exchange(s) on which the securities of the Company are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

**Disclosures by Other Connected Persons:**

The Compliance Officer may, at his/her discretion require any other connected person or class of connected persons to make disclosures of holdings, if any, during the quarter and trading in securities of the Company within Seven days of end of quarter in the prescribed form, in order to monitor compliance with the Regulations. (Proforma IX)

The Compliance Officer may also, at his/her discretion require any other connected person or class of connected persons to make disclosures of holdings, if any, during the year and trading in securities of the Company within thirty days of end of financial year in the prescribed form, in order to monitor compliance with the Regulations. (In Proforma IX only)

The Compliance Officer shall maintain records of all the declarations in the appropriate forms given by the Directors/Designated Employees, Connected Persons for a minimum period of five years.

The Compliance Officer shall furnish to the Chairman and Managing Director or a Committee specified by the Company all the details of the dealings in the securities of the Company by Directors/Designated Employees of the Company and the accompanying documents such persons had executed under the pre-dealing procedure.

For the purpose of this Code of Conduct, the Compliance Officer deals/intends to deal into the securities of the Company, he should take the prior approval/give intimation, as the case may be, to the Chairman and Managing Director.

#### **15) REPORTING UNDER VIGIL MECHANISM AND WHISTLE BLOWER POLICY:**

The Vigil Mechanism and Whistle Blower Policy formulated pursuant to relevant regulations, by the Board of Directors and available on the website of the Company [www.dcxindia.com](http://www.dcxindia.com), could be resorted to, for reporting any non-compliance under this Code and/or Regulations, including instances of leak of Unpublished Price Sensitive Information, whether the concern is reported to Company as provided under the Whistle Blower Policy or to SEBI as provided under the PIT Regulations.

#### **16) PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT:**

Designated Person(s) who trades in Securities or communicates any information for trading in Securities, in contravention of the Code of conduct may be penalised and appropriate action may be taken by the Company.

Designated Person(s) of the Company who violate the Code of conduct shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery etc, ineligibility for future participation in employee stock option plans, etc. Any amount collected under this clause shall be remitted to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act.

A Designated Person shall bring to the attention of the Compliance Officer and the Board any violation of the Regulations or this Code whether committed by such Designated Person or any other person, whether knowingly or unknowingly.

Necessary enquiry and penal action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

In case it is observed by the Compliance officer that there has been a violation of the PIT Regulations, by the Designated Person(s) and/or their Immediate Relative(s) on behalf of the Company, the Compliance Officer in consultation with Managing Director / CFO and/or Audit Committee, shall inform the stock exchange(s) in such form and such manner as may be specified by the SEBI, from time to time.

#### **17) INFORMATION TO SEBI IN CASE OF VIOLATION:**

The Company shall inform SEBI cases of any violation of the Regulations so that appropriate action may be taken as per the law.

#### **18) AMENDMENT:**

Any or all provisions of this Code would be subject to revision/amendment in accordance with the guidelines on the subject as may be issued from SEBI from time to time.

The Board of Directors reserves the right to modify, add, or amend any of provisions of this Code subject to approval of the Board.

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**PROFORMA - I**

Application Form for Pre-Clearance of Trades in the Company's Securities

**The Compliance Officer  
DCX SYSTEMS LIMITED  
Bangalore**

Dear Sir,

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's Codel seek your approval for trading in the Securities of the Company as per the details provided below.

Name of the person who proposed to trade	
Relationship with the applicant	
No. of shares covered by the transaction	
Nature of transaction for which approval is sought	Purchase / Sale*
Depository I. D. No./Client I. D. No.	

\* - strike out whichever is not applicable

Pursuant to Clause 10 (a) of the Code of Conduct to Regulate, Monitor and report trading by Insiders, I enclose duly executed undertaking executed in favor of the Company, containing the prescribed particulars.

I request you to kindly pre-clear the above transaction at the earliest.

Thanking you,

Yours faithfully,

\_\_\_\_\_  
Name of the Applicant  
Employee Code No.:  
Date:  
Place:

**PROFORMA – II**

Undertaking to be accompanied with every Pre Clearance Application  
[Pursuant to Clause 9 of SEBI (PIT) Regulations, 2015]

**The Compliance Officer  
DCX SYSTEMS LIMITED  
Bangalore**

Dear Sir,

I, -----being a Director/Designated Person of the Company, am desirous of dealing in shares of the Company as mentioned in my application dated for pre-clearance of the transaction.

Pursuant to Clause 10 (b) of the Code of Conduct to Regulate, Monitor and report trading by Insiders, I hereby confirm:

- a. that I do not have any access or received "Unpublished Price Sensitive Information" up to the date of signing this undertaking ;
- b. that in case I have access to or receive "Unpublished Price Sensitive Information" after the signing of this undertaking but before the execution of the transaction, I shall inform the Compliance Officer of the change in my position and that I shall completely refrain from dealing in the securities of the Company till such time such information becomes generally available;
- c. that I have not contravened the Code of Conduct to Regulate, Monitor and report trading by Insiders as notified by the Company from time to time; and
- d. That I have made full and true disclosure in the matter.

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(Signature)

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Name of Designated Employee:  
Employee Code No.:  
Department:  
Place:  
Date:

**PROFORMA – III**

**FORMAT OF PRE-CLEARANCE APPROVAL BY THE COMPANY**

Date:

To,

.....

Name:

Designation:

Dear Sir / Madam,

With reference to your Application cum Undertaking for Pre-clearance dated\_\_\_\_\_, we would like to inform you that your application to purchase / sale/etc. \_\_\_\_\_equity shares of the Company is hereby approved / rejected. Now, you (and/or your immediate relative) can execute your trade within 7 trading days i.e.\_\_\_\_\_. Further, you are required to submit a report of the trade details within two trading days from trade. Or In case, no trade was executed, you are required to submit a 'Nil' report.

In case, you (and/or your immediate relative) do not execute a trade before \_\_\_\_\_, you shall submit a fresh pre-clearance application before you (and/or your immediate relative) execute any transaction in the Securities of the Company.

Thanking you,

Yours faithfully,



**PROFORMA – IV**

**REPORTING OF TRADE / TRANSACTION**

**To,  
The Compliance Officer,  
DCX Systems Limited**

Dear Sir / Madam,

According to approval of pre-clearance dated \_\_\_\_\_, I (and/or my immediate relative) have/has executed a trade / transaction on \_\_\_\_\_(date). The detail of said trade / transaction is as under:

<b>Type of Securities</b>	<b>No. of Securities purchased/sold</b>	<b>Date of purchase/sold</b>	<b>DP ID &amp; Client ID / Folio No.</b>

Further I enclose herewith copy of Contract Note for your ready reference.

I declare that the above information is correct and that no provision of the Code of Conduct has been violated while executing aforesaid trade / transaction.

I also declare that I (and/or my immediate relative) have complied with the requirements of minimum period of 6 months for entering into an opposite transaction in respect of said Securities.

Or

According to approval of pre-clearance dated \_\_\_\_\_, I (and/or my immediate relative) have/has not executed a trade / transaction due to \_\_\_\_\_(reason of non-trading).

I will take fresh pre-clearance for trades as and when I (and/or my immediate relative) propose to trade in Securities of the Company.

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

Name:

Designation:

**PROFORMA – V**

**FORMAT FOR TRADING PLAN**

**To,  
The Compliance Officer  
DCX Systems Limited**

Dear Sir,

I, -----in my capacity as----- of the Company hereby submit the trading plan with respect to dealing in securities of the Company for a total period of 12 months from ---- to ----

<b>DP ID/Client ID/Folio No</b>	<b>Type of Security</b>	<b>No. of Securities held (as on date)</b>	<b>Nature of Trade (Buy/Sell)</b>	<b>Proposed Date / time period of trade</b>	<b>No. / total amount of securities proposed to be traded</b>

With respect to the above trading plan, I hereby undertake that I shall:

I. Not entail commencement of trading on behalf of the insider earlier than 6 six months from the public disclosure of the plan.

II. Not entail trading for the period between the 20th trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of financial results for the said period;

III. Not commence the trading as per above plan if the Unpublished Price Sensitive Information which is in my possession at present, do not comes into public domain till the time of commencement of trading plan & shall defer the commencement of trading plan till such information becomes generally available.

IV. Not tender any other trading plan for the period for which the above trading plan is already in force; and

V. Not entail trading in securities for market abuse.

Date:  
Place:

Signature  
Name & Designation

**PROFORMA – VI**  
**Application for Waiver of Minimum Holding Period**  
**[Pursuant to Clause 12 and 13 of the Code of Conduct]**

**To,**  
**The Compliance Officer**  
**DCX SYSTEMS LIMITED**

Dear Sir,

Sub: Waiver of minimum holding period

I request you to grant me waiver of the minimum holding period of six months as required under Clause 12 and 13 of the Code of Conduct to Regulate, Monitor and report trading by Insiders, with respect to ----- (nos.) equity shares of the Company held by me / (name of dependent), acquired on ----- (date). I propose to deal in the said shares on account of ----

Thanking you,

yours faithfully,  
(Signature)

Name of Director/Designated Employee:

Employee Code No.:

Department:

DP ID:

Client ID:

Place:

Date:

## **PROFORMA – VII**

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the promoter group]

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 or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director/ OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	Number	
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Signature:

Name

Designation:

Date:

Place:

**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (2) read with Regulation 6 (2) – Continual Disclosure]**

Name of the Company: \_\_\_\_\_

ISIN of the Company: \_\_\_\_\_

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & addresses with contact nos.	Category of Person (Promoter/ member of the promoter group/designated person/Director relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/disposal of shares, specify		Date of intimation to company	Mode of acquisition /disposal (on market/public/rights/preferential offer/off market/ Inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

**Note:** (i) “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.  
(ii) Value of transaction excludes taxes/brokerage/any other charges

Name & Signature:

Designation:

Date:

Place:

**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**Regulation 7 (3) - Transactions by other connected persons as identified by the Company**

**Details of trading in securities by other connected persons as identified by the Company**

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connect ion with company	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ disposal of shares, specify		Date of intimation to company	Mode of acquisition /disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

(ii) Value of transaction excludes taxes/brokerage/any other charges

Name & Signature:

Date:

Place: