

First Winner Industries Limited

Insider Trading Policy

Securities and Exchange Board of India (SEBI) has come up with a new set of regulation 'SEBI (Prohibition of Insider Trading) Regulation, 2015' which has been notified on January 15, 2015 and will be effective from May 15, 2015. The 2015 regulation will repeal SEBI (Prohibition of Insider Trading) Regulation 1992 which has remained the principle guideline over a decade, curbing the incidence of Insider Trading in listed securities.

In deference to the abovementioned regulations **First Winner Industries Limited** (the "Company"), through its Board of Directors has formulated the following codes.

The 'Code of Fair Disclosure of Unpublished Price Sensitive Information of the Company' has been made pursuant to Regulation 8 of SEBI (Prohibition of Insider Trading) Regulation, 2015, hereinafter referred to as the "Regulations".

The 'Code of Conduct for Insiders of the Company' has been made pursuant to Regulation 9 of the Regulations.

These codes shall be applicable to Directors/Officers/Connected Person/Designated Employees of First Winner Industries Limited and their immediate relatives as defined herein and contravention of these Codes shall attract such sanctions and disciplinary actions as may be decided by the Board of Directors on case basis apart from the penalties under the Regulation/Act which the Securities and Exchange Board of India could impose upon the defaulter.

I. Definitions:

(i) "**Compliance Officer**" means the Company Secretary for the time being of the Company or the Officer appointed by the Board of Directors of the Company for the purpose of these Codes and the Regulations..

(ii) "**Connected Person**" means any person who is or has during six months prior to any concerned act has been associated with the Company directly or indirectly in any capacity which allows such person access to unpublished price sensitive information or is reasonably expected to allow such access. This will include Directors, Key Managerial Personnel, Officers, Employees, Auditors, accountancy, Secretarial and law firms, etc., advising the Company.

(iii) "**Designated Employees**" shall consist of, Connected Persons who are:

- a. Promoters of the Company;
- b. Directors of the Company and its subsidiaries;
- c. Executive Officers of the Company;



- d. Employees named in the Corporate Organization Chart of the Company from time to time;
- e. All employees in the Finance and Accounts Department, Corporate Planning Department, Legal Department, comprising the top three tiers of Company's management.
- f. Any other Connected Person designated by the Company on the basis of their functional role;
- i. Immediate Relatives of a to f above;

(iv) "**Immediate Relative**" means a spouse, parent, sibling and child of a Director, officer, designated employee or connected person of the Company, any of whom is either dependent financially on him or consults him in taking decisions to trade in securities.

(v) "**Insider**" means any designated employee or a connected person or an immediate relative who is in possession of or having access to unpublished price sensitive information.

(vi) "**Investor Relations Officer**" means Company Secretary of the Company who has been designated as such by the Board of Directors for the purpose of dealing with the dissemination of information and disclosure of unpublished price sensitive information.

(vii) "**Officer of the Company**" means any person as defined in Clause (59) of Section 2 of the Companies Act.

(viii) "**Price Sensitive Information**" means information pertaining to the Company or its Securities, which affects or is likely to materially affect the price of Securities of the Company. The following shall be deemed to be price sensitive information:

- a. Periodical financial results of the Company;
- b. Intended declaration of dividends;
- c. Issue of Securities or buy back of securities;
- d. Any major expansion plans or execution of new projects;
- e. Company Projection and Strategic plans, Amalgamation, merger or takeover;
- f. Disposal of whole or substantially the whole of the undertaking;
- g. Changes amongst key managerial personnel;
- h. Any significant changes in policies, plans or operations of the Company having material impact on the financials of the Company; etc.

(ix) "**Unpublished Information**" means information pertaining to the Company or its securities which is not published in any print or electronic media and otherwise not made available to general public on a non- discriminatory basis by the Company or its Agents.

(x) "**Trade or Trading**" shall mean buying, selling, dealing, subscribing or agreeing to buy, sell or deal in any securities of the Company. However trade will not constitute off market transfers or transmission due to execution of a gift or pursuant to orders of a Court.

(xi) "**Trading Window**" means a trading period for trading in the Company's Securities as specified by the Company from time to time. All days shall be the Trading Period except those days specified in this code hereunder.

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



CODE OF FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION OF THE COMPANY

1. No employee or officer or connected person of the Company who is in possession of any price sensitive information shall communicate, provide or allow access to such information to any other person including other employee or officer or connected person who generally or reasonably is not expected to require such information for performance of his duties, without prior advice of the Investor Relations Officer.
2. No employee or officer or connected person shall acquire or solicit any price sensitive information from any employee or officer or connected person unless required for performance of his duties.
3. The price sensitive information of the Company should be handled as 'Need-to-know' basis and access to confidential information is strictly restricted to those who have a proper requirement for the information consistent with his job-content. For this, information barriers ('Chinese Walls') which are designed to restrict information flows between different departments of the Company is presumed to prevail so that information can be used by only relevant personnel without any conflict of interest.
4. The investor relations officer shall cause to make a clear demarcation between the generally available information and protected information of the Company and inculcate among the employees dealing with price sensitive or protected information a sense of confidentiality.
5. All designated employees should maintain absolute confidentiality on any unpublished price sensitive information and shall not disseminate any such information without express permission of the Board of Directors or an advice from the Investor Relation Officer.
6. The investor relations officer shall check the credibility of any unpublished price sensitive information and upon instruction, cause prompt public disclosure of unpublished price sensitive information.
7. The investor relations officer shall disseminate all unpublished price sensitive information in all or any of the following platforms:
 - a) By a letter, fax or email to the Corporate Relations Manager of the Stock Exchange requesting hosting the information in its official website.
 - b) Hosting the information in the official website of the Company.
 - c) Publishing information in such print or electric media as instructed by the Board of Directors.
 - d) In such other ways as instructed by the Board of Directors.
8. The investor relations officer shall ensure that information shared with analysts of the Company is not unpublished price sensitive information.



9. The investor relations officer shall make a prompt and fair response to any queries made by any investor on new report or information published by the Company and addresses all queries or requests for verification made by any regulatory authority on any market rumors.
10. In any instance, where any insider knowingly or unknowingly discloses any unpublished price sensitive information to any outsider, they will promptly bring this to the notice of the Investor Relation Officer to take such steps as are necessary to preserve the confidentiality of the information including requiring the outsider to sign a confidentiality agreement.



CODE OF CONDUCT FOR INSIDERS OF THE COMPANY

1. Prohibited Transactions:

No Insider shall engage in any transaction involving a purchase or sale of the Company's securities, including any offer to purchase or offer to sell, during any period commencing with the date that the Insider possesses material nonpublic information concerning the Company or its subsidiaries, and ending at the beginning of the trading day following the date of public disclosure of that information, or at such time as such nonpublic information is no longer material.

No Insider shall disclose ("tip") material nonpublic information about the Company or its subsidiaries to any other person where such information may be used by such person to his or her profit by trading in the securities of companies to which such information relates, nor shall such Insider or related person make recommendations or express opinions on the basis of material nonpublic information as to trading in the Company's securities.

No Insider shall engage in any transaction involving the purchase or sale of another company's securities while in possession of material nonpublic information about such company when that information is obtained in the course of employment with, or the performance of services on behalf of, the Company and for which there is a relationship of trust and confidence concerning the information.

2. Trading Window:

The Compliance Officer shall notify a 'trading window' during which the Designated employee or connected person may Trade in the Company's securities after securing pre-clearance from the Compliance Officer in accordance with these Rules.

Designated employee or connected person shall not Trade in the Company's securities when the trading window is closed.

The trading window shall generally be closed for all Insiders between the sixteenth 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 disclosure of such financial results.

Additionally, the trading window shall be closed in particular for a Designated employee or connected person when the Compliance Officer determines that a Designated employee or connected person can reasonably be expected to have possession of Unpublished Price Sensitive Information, for such periods as determined by the Compliance Officer.

3. Pre-clearance of Trading:

Designated employee may Trade in the securities of the Company when the trading window is open, after obtaining approval of the Compliance Officer. However the Compliance Officer shall not approve any proposed Trade by Designated employee or connected person if the



Compliance Officer determines that such Designated employee or connected person is in possession of Unpublished Price Sensitive Information even though the trading window is open. The Compliance officer may seek declaration from the concerned person that he is not in possession with any unpublished price sensitive information.

All pre cleared trades by a designated employee or connected person or their immediate relatives have to be concluded within 7 days of pre clearance and should be reported to the compliance officer by email or facsimile transmission promptly upon execution of the trade but in no event later than the next business day after the execution of such trade.

Further no designated employee or connected person or their immediate relatives shall execute a contra trade against pre cleared ones within a period of six months. The compliance officer is empowered to grant relaxation to preclearance or contra trade subject to the provisions of the regulations but he will record the reason in writing.

The existence of the process of pre clearance does not any way obligate the compliance officer or the Board of Directors to approve any particular trades. The compliance officer may reject any trading requests at his sole reasonable discretion.

However no preclearance is required where the trade is made pursuant to a trading plan formulated by designated employee or connected person or their immediate relative and approved by compliance officer. In case of dealing by compliance officer pre clearance from Managing Director shall be required.

4. Trading Plan:

A Designated employee or connected person or their immediate relatives shall be entitled to formulate a Trading Plan that complies with the SEBI Regulations (a "Trading Plan") and present it to the Compliance Officer for approval and public disclosure pursuant to which Trades may be carried out in his behalf in accordance with such plan.

The Compliance Officer shall review and approve the Trading Plan if it complies with the SEBI Regulations and shall disclose the Trading Plan to the stock exchanges.

The Trading Plan once approved shall be irrevocable and the Designated employee or connected person or their immediate relatives 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 Designated employee or connected person or their immediate relatives is in possession of 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 Trading Plan shall be deferred until such Unpublished Price Sensitive Information becomes generally available information. Further, the Designated employee or connected person or their immediate relatives shall also not be allowed to Trade 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.



5. Disclosure requirements:

1) Initial Disclosure:

a) Every Promoter, Key Managerial Personnel, director of the Company and each of their Immediate Relatives shall disclose his holding of securities of the Company within thirty days of these Rules taking effect in the prescribed format.

b) Every person on appointment as a Key Managerial Personnel or a director of the Company or upon becoming a Promoter shall disclose his / her and Immediate Relatives' 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 the prescribed format.

2) Continual Disclosure:

a) Every Promoter, employee, director of the Company and each of their Immediate Relatives 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. Ten lakhs.

b) The disclosure shall be made within two working days of:
I. the receipt of intimation of allotment of shares, or
II. the acquisition or sale of shares or voting rights, as the case may be.

3) Disclosure to the Stock Exchange:

The Compliance Officer shall notify the stock exchanges, particulars of the Trades, within two trading days of the receipt of the Continual Disclosure or from becoming aware of such information.

4) Disclosures by other Connected Persons:

The Compliance Officer may, require any other Connected Person to disclose the holdings and trading in securities of the Company at such frequency as he may determine.

6. Implementation:

The Compliance officer shall supervise the implementation of the 'Code of Fair Disclosure of Unpublished Price Sensitive Information of the Company' and 'Code of Conduct for Insiders of the Company' and will ensure that all price sensitive information of the Company shall be handled within the Organization on the need-to-know basis and such information shall not be communicated to any person except in furtherance of legitimate purpose, performance of duties or discharge of legal obligation.



7. Miscellaneous:

1. In case of any violation by insiders of SEBI (Prohibition of Insider Trading) Regulations, 2015, the SEBI shall be informed by the Company.
2. The Compliance officer shall place before the Chairman of the Board on quarterly basis all the details of dealing securities by Designated Persons along with relevant documents.
3. The Compliance Officer shall maintain records of all declarations or information given by the designated persons for a minimum period of five years.
4. The Board of Directors shall be empowered to amend, modify, interpret these Rules and such Rules shall be effective from such date that the Board may notify in this behalf.

8. Penalty for Insider Trading:

Any contravention of the code by the Designated Persons shall attract strictest disciplinary action by the Company which may include ineligibility for future participation in Company's Equity Stock Option & other incentive plans or termination of employment which shall be in addition to the sanctions for violation of these regulations by SEBI.

