

SRS LIMITED
CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND CORPORATE
DISCLOSURE PRACTICES

(As approved by the Board of Directors in its meeting held on 19th March, 2010)

Our Success in the marketplace requires that we maintain the trust and confidence of the investment community. Our employees shall act with integrity when trading public securities, adhering to all applicable laws.

1. INTRODUCTION

This Code of Conduct will be known as ‘SRS Limited Code of Conduct for prohibition of Insider Trading’ hereinafter referred to as the ‘Code of Conduct’.

This Code of Conduct has been made in pursuance of Regulation 12 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 as amended and may be modified by the Board of Directors of the Company from time to time.

The code is intended to maintain the high standards of transparency, business conduct & ethics. The code is also to act as a deterrent from unethical doings and to promote ethical values and is the manifestation of the Company’s commitment to successful operations of the Company’s business in the best interest of the shareholders, creditors, employees and other associates

2. DEFINITIONS

In this code of conduct, unless the context otherwise requires: -

- 2.1 “Board” means the Board of Directors of the Company.
- 2.2 “Company” means SRS Limited.
- 2.3 “Code” means this code of conduct for prevention of insider trading and the code of Corporate Disclosure Practices, as applicable, including modifications made thereto from time to time.
- 2.3 “Compliance Officer” means Company Secretary of the Company or any other senior employee as may be nominated by the Board.
- 2.4 “Connected person” means any person who –
 - (I) Is a director, as defined in clause (13) of section 2 of the Companies Act, 1956 of a company, or is deemed to be a director of that company by virtue of sub-clause (10) of section 307 of that Act; or
 - (II) Occupies the position as an officer or an employee of the company or holds a position involving a professional or business relationship between himself and the company [whether temporary or permanent] and who may reasonably be expected to have an access to unpublished price sensitive information in relation to that company.

Explanation: For the purpose of this definition the words “connected person” shall mean any person who is a connected person six months prior to an act of insider trading.

- 2.5 “Dealing in securities” means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities by any person either as principal or agent;

- 2.6 “Designated Employees” shall mean and include the following: -
Directors – Executive & Non-Executive;
Senior Management – CEO, COO, CFO, CAO, President, Vice-President and Company Secretary of the Company;
Business Heads by whatever designation they may be called (Vertical Heads, Regional Managers, Area Managers etc.)
All the employees at or above the level of Manager in Finance, Accounts, Taxation, Secretarial and legal departments;
Any other employee of the Company that may be notified by the Compliance Officer from time to time with the approval of Chairman/Managing Director

In case any of the employees leave the services of the Company, he shall continue to be considered as such for a further period of six months subsequent to the date of his leaving the Company as envisaged under SEBI (Prohibition of Insider Trading) Regulations, 1992

- 2.7 “Employee” means every employee of the Company (whether working in India or abroad) including the Directors in the employment of the Company.
- 2.8 “insider” means any person who,
- (i) is or was connected with the company or is deemed to have been connected with the company and who is reasonably expected to have access to unpublished price sensitive information in respect of securities of a company, or
 - (ii) has received or has had access to such unpublished price sensitive information.
- 2.9 “Minimum Threshold Limit” means the minimum number of securities as may be decided by the Board of Directors of the Company from time to time.

Unless otherwise resolved by the Board, the minimum threshold limit is 25000 Equity Shares (in number) or for an amount upto Rs.5, 00,000/- (Rupees Five Lac Only) (in value) or 1% of total shareholding or voting rights, whichever is lower for any particular transaction

- 2.10 “Officer” includes any Director, Manager or Secretary or any person in accordance with whose directions and instructions the Board of Directors of the Company or any one or more of the Directors is or are accustomed to act including an auditor.
- 2.11 "person is deemed to be a connected person" if such person-
- (i) is a company under the same management or group or any subsidiary company thereof within the meaning of section (1B) of section 370, or sub-section (11) of section 372 of the Companies Act, 1956 (1 of 1956) or sub-clause (g) of section 2 of the Monopolies and Restrictive Trade Practices Act, 1969 (54 of 1969) as the case may be;
 - (ii) is an intermediary as specified in section 12 of the Act, Investment company, Trustee, Company, Asset Management Company or an employee or director thereof or an official of a stock exchange or of clearing house or corporation.
 - (iii) is a merchant banker, share transfer agent, registrar to an issue, debenture trustee, broker, portfolio manager, Investment Advisor, sub-broker, Investment Company or an employee thereof, or, is a member of

- the 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 who have a fiduciary relationship with the company;
- (iv) is a member of the Board of Directors, or an employee, of a public financial institution as defined in Section 4A of the Companies Act, 1956;
 - (v) is an official or an employee of a self Regulatory Organization recognized or authorized by the Board of a regulatory body; or
 - (vi) is a relative of any of the aforementioned persons;
 - (vii) is a banker of the company;
 - (viii) is a relative of the connected person;
 - (ix) is a concern, firm, trust, Hindu Undivided Family, company or association of persons wherein any of the connected persons mentioned in sub-clause (i) of clause (c) of SEBI (Prohibition of Insider Trading) Regulations, 1992 or any of the persons mentioned in above mentioned sub-clauses (vi), (vii) or (viii) of this clause have more than 10 % of the holding or interest;
- 2.12 Price Sensitive Information” (PSI) means any information, which relates directly or indirectly to the Company and which if published, is likely to materially affect the price of Securities of the Company.
Explanation:
The following shall be deemed to be Price Sensitive Information:-
- (i) periodical audited or un-audited financial results of the Company;
 - (ii) intended declaration of dividends (both interim and final);
 - (iii) issue of Securities or buy-back of Securities;
 - (iv) any major expansion plans or execution of new projects;
 - (v) amalgamation, mergers or takeovers;
 - (vi) disposal of the whole or a substantial part of the undertaking;
 - (vii) any significant changes in policies, plans or operations of the Company;
 - (viii) Any other event as may be notified.
- 2.13 ‘Regulations’ means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 1992 as may be amended from time to time.
- 2.14 “Relative” means a person, as defined in Section-6 of the Companies Act, 1956.
It provides that a person shall be deemed to be a relative of another if:
- (a) they are members of Hindu undivided family; or
 - (b) they are husband and wife; or
 - (c) the one is related to other in the manner indicated below:

1. Father;	12. Son’s daughter
2. Mother (including step mother);	13. Son’s daughter’s husband
3. Son (including step son);	14. Daughter’s husband
4. Son’s wife;	15. Daughter’s son
5. Daughter (including step daughter);	16. Daughter’s son’s wife
6. Father’s father;	17. Daughter’s daughter
7. Father’s mother;	18. Daughter’s daughter’s husband
8. Mother’s mother;	19. Brother (including step brother)
9. Mother’s father;	20. Brother’s wife
10. Son’s son;	21. Sister (including step sister)
11. Son’s son’s wife;	22. Sister’s husband
- 2.15 “Securities” includes:-
- (i) shares, scrips, bonds, debentures, debenture stock or other marketable securities of a like nature,
 - (ii) put, call or any other option on the Company’s Securities even though they are

not issued by the Company,
(iii) futures, derivatives and hybrids, and
(iv) such other instruments recognized as securities and issued by the Company from time-to-time.

- 2.16 “Specified Persons”- the Directors, the Officers, the Designated Employees and the dependents of such persons are collectively referred to as Specified Persons.
- 2.17 “Trading Window” means period during which designated employees and Directors of the Company may trade in the securities of the Company subject to the restrictions imposed by or under the code.
- 2.18 “Unpublished price sensitive information” (UPSI) means Price Sensitive information which is not published by the company or its agents and is not specific in nature.
- 2.19 “working day” shall mean the working day when the regular trading is permitted on the concerned stock exchange where securities of the company are listed.

3. COMPLIANCE OFFICER

- 3.1 For the purposes of this Code, the Secretary of the Company shall be the Compliance Officer. The Board may, where it is considered necessary so to do, appoint such other officer as it may consider proper as such Compliance Officer. In the absence of the Compliance Officer on any account whatever, any Officer as the Managing Director may decide, shall act as and discharge the functions of the Compliance officer. The Compliance officer shall report to Managing Director.
- 3.2 The Compliance Officer shall set forth policies, procedures, monitoring adherence to the rules for the preservation of Price Sensitive Information, preclear the designated Employees’ and their Dependants trades directly or through respective department heads) monitor the trades and implement the Code of Conduct under the overall supervision of the Chairman/Managing Director.
- 3.3 A Record of Designated Employees and their dependants shall be maintained in Company Secretariat in consultation with HoD (HR), under the overall supervision and control of the Compliance Officer and changes taking place in the list from time to time shall be incorporated therein.
- 3.4 The Compliance Officer shall assist all the employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 as amended from time to time and the Company’s Code of Conduct.

4. PRESERVATION OF “PRICE SENSITIVE INFORMATION”

- 4.1 All Designated employees shall maintain the confidentiality of price sensitive information. They shall not communicate or counsel or procure directly or indirectly any unpublished price sensitive information to any person and pass on such information to any person, directly or indirectly by way of making recommendations for acquisitions/purchase/sale of securities of the Company.
- 4.2 All Designated employees should not acquire/purchase/sell Company’s shares either on behalf of themselves or others when in possession of unpublished price sensitive information.
- 4.3 Price Sensitive Information shall be handled on a “need-to- know” basis i.e. price

sensitive information should be disclosed only to those within the Company who need the information to discharge their duty and/or functions and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

- 4.4 Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.
- 4.5 Follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time-to-time in consultation with the person in charge of the information technology function.

5. TRADING WINDOW

- 5.1 Designated Employees shall not buy/sell securities of the company during closure of 'Trading Window', i.e. the period during which trading in the securities of the company is prohibited
- 5.2 The Trading Window shall be closed, inter alia, at the time of:-
 - (i) Declaration of financial results (quarterly, half-yearly and annual)
 - (ii) intended declaration of dividends (both interim and final);
 - (iii) issue of Securities (public/rights/bonus etc.) or buy-back of Securities;
 - (iv) any major expansion plans or execution of new projects;
 - (v) amalgamation, mergers or takeovers;
 - (vi) disposal of the whole or a substantial part of the undertaking;
 - (vii) any significant changes in policies, plans or operations of the Company; which shall have material impact on the financials of the companyThe Trading Window shall be closed and shall be deemed to have been closed from the date notice is issued to the Directors convening a meeting of the Board to consider any of the items relating to any price sensitive information provided where any matter other than those specified in this code as price sensitive is considered price sensitive, the Compliance Officer in consultation with Managing Director may, close the Trading Window by giving immediate notice thereof to the specified persons and accordingly the Trading Window will remain closed from the date of issue of such notice.
- 5.3 The Trading Window shall be opened 24 hours after the information referred to in para 5.2 is made public.
- 5.4 All Designated employees shall conduct all their dealings in the securities of the company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the company's securities during the periods when trading window is closed, as referred to in para 5.2 or during any other period as may be specified by the Company from time to time.
- 5.5 In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.

6. PRE-CLEARANCE OF TRADES

- 6.1 All Designated Employees and their Dependents who intend to deal in the securities of the above the minimum threshold limit prescribed under the Code should pre-clear the transactions as per the pre-dealing procedure as described hereunder.

- 6.2 An application shall be made in Form 'I' to the Compliance Office indicating the number of securities that the Designated Employee intends to deal in, the details as to the depository with which he 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.
- 6.3 An Undertaking shall be executed in favour of the Company by such designated employees incorporating, inter alia the following clauses, as may be applicable:
- (a) That the Designated employee does not have access or has not received price sensitive information up to the time of signing the Undertaking.
 - (b) That in case, the designated employee has access to or receive any "Price Sensitive information" after the signing of this undertaking but before execution of the transaction, he/she shall inform the Compliance Officer of the change in position and that he/she shall refrain from dealing in securities of the company till such information is made public.
 - (c) That he/she has not contravened the Company's Code of Conduct for Prevention of Insider Trading as notified by the company from time to time.
 - (d) That he/she has made full and true disclosure in this application.
- 6.4 All designated employees and their dependants shall execute their order in respect of securities of the company within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval is given, the employee/director must pre-clear the transaction again.

7. HOLDING PERIOD

- 7.1 All designated employees who buy or sell any number of shares of the company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All directors/officers/designated employees shall also not take positions in derivative transactions in the shares of the company at any time.
- 7.2 In the case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.
- 7.3 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 reasons in this regard. The application for waiver should be made to the Compliance Officer in the prescribed Form 2

8. REPORTING REQUIREMENTS

- 8.1 All Designated employees shall forward to the Compliance Officer following details of their securities transactions including the statement of dependent family members:
- (a) all holdings in securities of the company, at the time of joining the company;
 - (b) all dealings in securities of the company within a period of seven days of transaction;
 - (c) annual statement of all holdings in securities of the Company.
- 8.2 The Compliance Officer shall maintain records of all the declarations/undertakings/forms as mentioned in this Code, as received from time to

time, for a period of three years.

- 8.3 The Compliance Officer shall place before Chairman/Managing Director, on a monthly basis, all the details of dealing in the securities by designated employees/directors of the company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this Code.

9. DISCLOSURE REQUIREMENTS

Disclosure of Interest or holding by Directors and Officers and substantial shareholders

9.1 The following disclosures shall be made to the Compliance Officer:

I. Initial Disclosures

By Whom	What to be disclosed	When to be disclosed	Form
Any person holding more than 5% shares or voting rights	Number of Shares or voting rights held by such person	Within 2 working days of a) receipt of intimation of allotment of shares; or b) acquisition of shares or voting rights, as the case may be.	A
Director/Officer	Number of shares or Voting rights and position taken in derivatives by such persons and his dependants	Within 2 working day of becoming a director or officer of the company	B

II. Continual Disclosures

By Whom	What to be disclosed	When to be disclosed	Form
Any person holding more than 5% shares or voting rights	a) Number of Shares or voting rights held and b) Change in shareholding or voting rights, even if such change results in shareholding falling below 5% if there has been change in such holdings from the last disclosure and such change exceeds 2% of total shareholding or voting rights in the company.	Within 2 working days of: a) Receipt of intimation of allotment of shares or b) Acquisition or sale of shares or voting rights as the case may be.	C
Director/Officer to the Company and Stock Exchange also	a) Number of shares or voting rights held and b) Change in Shareholdings or voting rights if there has been a change	Within 2 working days of: a) Receipt of intimation of allotment of shares or b) Acquisition or sale of shares or voting rights as	D

	in such holdings of such person and his dependants from the last disclosure and the change exceeds Rs.5 Lac in value or 25,000 shares or 1% of total shareholding or voting rights whichever is lower.	the case may be.	
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9.2 Reporting by company to the stock exchanges:

The Company within 2 working days of receipt shall disclose to the Stock Exchanges on which the Company is listed, the information received under initial, continual disclosures as stated above. The disclosures required under this regulation may also be made through electronic filing in accordance with the system devised by the stock exchange.

9.3 Violation of provision relating to disclosure

Without prejudice to the directions under regulation 11 of SEBI (Prohibition of Insider Trading) Regulations 1992, if any person violates provisions of these regulations, he shall be liable for appropriate action under Sections 11, 11B, 11D, Chapter VIA and Section 24 of the SEBI Act.

10. PENALTY FOR CONTRAVENTION OF THE CODE

10.1 All Designated employees who trades in securities or communicates any information for trading in securities in contravention of the code of conduct may be penalized and appropriate action may be taken by the Company.

10.2 All Designated employees who violate this Code of Conduct shall also be subject to disciplinary action by the company, which may include wage, salary freeze, suspension, withholding of promotions etc.

10.3 The action by the Company shall not preclude SEBI from taking any action in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 1992.

11. INFORMATION TO SEBI IN CASE OF VIOLATION OF SEBI (PROBIHITION OF INSIDER TRADING) REGULATIONS, 1992 AS AMENDED

11.1 In case it is observed by the Company and/or Compliance Officer that there has been violation of the SEBI (Prohibition of Insider Trading) Regulations, 1992, SEBI shall be informed by the Company.

12. MISCELLANEOUS

12.1 The Board of Directors of the Company shall have the power to modify, amend or replace this Code in part or full as may be thought fit from time to time in their absolute discretion.

12.2 For all queries concerning this Code, the Directors, Officers and Employees may please contact the Compliance Officer.

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

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

Form I (Refer Clause 6.2 of the Code)
Application for Pre-clearance

To
The Compliance Officer,
SRS Limited,
SRS Multiplex, Top Floor,
City Centre, Sector-12
Faridabad-121007

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 1992 and the SRS Limited Code of Conduct for Prevention of Insider Trading and Corporate Disclosure Practices, I seek approval for purchase/ sale/subscription of the Securities (give description) of the Company as per the details given below:

Name & Designation of the Specified Person :
Department of Specified Persons :
Date of Joining/ becoming Specified Persons :

No. of securities held (including the dependent :
members as on the date of application :
Folio No./DP ID & Client ID :
Nature of new transaction for which approval is sought :
Estimated number of securities to be dealt :
Estimated consideration value :
Whether proposed transaction is in the self :
Name or in the name of dependent family :
member

Name of the dependent, if the transaction is in :
the name(s) of the dependent(s) :
Date of Purchase/Allotment :
Previous approval no and date of purchase/ :
allotment :
Yours truly,

(Name of Employee)
Designation :
E Code :

UNDERTAKING

In this connection I solemnly confirm and declare that:

- a. I do not have access and/or have not received any "Price Sensitive Information" up to the time of signing the undertaking;
- b. In case I 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 any change in my position and THAT I shall refrain from dealing in the

securities of the company till the time such information becomes public;

- c. I have not contravened the Code of Conduct for Prevention of Insider Trading and Corporate Disclosure Practices as notified by the company from time to time.
- d. That I shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction.
- e. That I shall also not take positions in derivative transactions in the shares of the Company at any time.
- f. That in the case of subscription in the primary market (initial public offers), I shall hold my/our investments for a minimum period of 30 days from the date securities are actually allotted.
- g. I undertake to submit the necessary report within two days of execution of the transaction/a 'Nil' report if the transaction is not undertaken.
- h. I am aware that, I shall be liable to face penal consequences as set forth in the code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.
- i. I hereby solemnly declare that I have made a full and true disclosure in this regard to the best of my knowledge and belief.
- j. I hereby undertake not to transact in securities in the sanctioned period in case trading window is declared closed subsequently.

Pre-clearance may kindly be accorded in terms of provisions of the SRS Limited Code of Conduct for Prevention of Insider Trading and Corporate Disclosure Practices

Date	:	Signature	:
Place	:	Name	& :
		Designation	

FOR OFFICE USE

Serial number of the application received	:
Date & time of receipt of the Application	:
Date & time of communication of the pre-clearance or otherwise	:
Reasons for not giving pre-clearance	:
Signature of the Compliance Officer/ Authorised Officer	:

