

CARBON SPECIALTIES LIMITED

CIN: L65929UP1985PLC111401

REGD OFF: 53/10, NAYA GANJ, KANPUR-208001(U.P.)

Email: carbonspecialties85@gmail.com Contact: 0512-2331985 Website: <http://carbon.net.in/>

CODE OF CONDUCT FOR INSIDER TRADING

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CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS IN SECURITIES OF CARBON SPECIALTIES LIMITED

Purpose:

The Code is formulated to regulate, monitor and report trading by designated persons and their immediate relatives. The objective of this code is preservation of confidentiality of unpublished price sensitive information (UPSI), to prevent misuse of such information and to prohibit a Designated Person and his / her Immediate Relative from Trading in the Securities of Carbon Specialties Limited (Company). The Code has been framed adopting the minimum standards for code of conduct to regulate, monitor and report Trading by designated persons and immediate relatives of designated persons as specified in Schedule B of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

The company endeavors to preserve the confidentiality of UPSI 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 Designated Person of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. No Designated Person may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party. Such persons are prohibited from communicating / or counseling others with respect to the securities of the Company. Such persons should also refrain from profiteering by misusing the unpublished price sensitive information and thereby enabling the Company to retain investor confidence.

To achieve these objectives, the Company hereby notifies this code of conduct to be followed by all Designated Persons.

1. EFFECTIVE DATE:

This code shall come into force on **20th November, 2020**.

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2. DEFINITION OF CERTAIN TERMS:

2.1. 'Act' means the Securities and Exchange Board of India Act, 1992 as amended from time to time.

2.2. 'Board' or 'Board of Directors' shall mean the board of directors of the Company.

2.3. 'Code' shall mean this Code of Conduct to Regulate, Monitor and Report Trading by Designated Person in Securities of the Company, as amended from time to time.

2.4. 'Code of Fair Disclosure' shall mean the Code of Practices and Procedures for Fair Disclosure of UPSI.

2.5. 'Company' means FCS Software Solutions Limited including all its subsidiaries.

2.6. 'Compliance Officer' means Company Secretary

2.7. 'Connected Person' means a person who is or has during the six months prior to the act concerned been associated with the Company, directly or indirectly, in any capacity including by reason of:

- frequent communication with its officers; or
- being in any contractual, fiduciary or employment relationship; or
- being a Director, officer or an employee of the Company; or
- holding 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 UPSI or is reasonably expected to allow such access.

Further, following persons shall be deemed to be Connected Persons unless the contrary is established:

- an Immediate Relative of Connected Person as specified above;
- a holding company or associate company or subsidiary company;

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- bankers to the Company; or
- a concern, firm, trust, HUF, company or association of persons wherein a Director of the Company or his Immediate Relative or banker of the Company has more than 10% holding or interest.

2.8. '**Designated Persons**' shall mean

- (i) Directors of the Company.
- (ii) Officers as defined in the Companies Act, 2013 as amended from time to time.
- (iii) All associates up to the level of Sr. Vice President (being two levels below the CEO & Managing Director)
- (iv) Associates (including temporary associates, trainees) in the Corporate Finance Department as designated by the Chief Financial Officer
- (v) All associates (including temporary associates, trainees) in the Secretarial Department
- (vi) All executive assistants/confidential secretaries to persons mentioned under (i) to (iii) supra.
- (vii) Any other connected person as may be specified by the Compliance Officer/ Managing Director from time to time.

2.9. '**Director**' shall mean a member of the Board of Directors.

2.10. '**ASOP**' means associate stock options granted by the Company to its associates, pursuant to Associate Stock Option Scheme/s or plans applicable from time to time.

2.11. '**Generally Available Information**' means information that is accessible to the public on a nondiscriminatory basis, and 'Generally Available' will be construed accordingly.

2.12. '**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.

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For the purpose of this Code, the declaration given by a Designated Person of an Immediate Relative who is either dependent financially on the person or who consults such person in taking decisions relating to Trading in Securities will be considered.

Further, even if a spouse is financially independent and does not consult a Designated Person, Connected Person or Insider, while taking Trading decisions, a spouse is presumed to be an Immediate Relative, unless rebutted so.

2.13. '**Insider**' means any person who is:

- a Connected Person or
- in possession of or having access to Unpublished Price Sensitive Information

2.14. '**Key Managerial Personnel**' shall have the meaning assigned to it under the Companies Act, 2013 and the rules issued thereunder or any modification thereof.

2.15. '**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;

2.16. '**Promoter Group**' shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

2.17. '**SEBI**' means the Securities and Exchange Board of India.

2.18. '**SEBI Insider Trading Regulations**' means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

2.19. '**SEBI LODR Regulations**' means the Securities and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

2.20. '**Securities**' shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund.

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2.21. ‘**Trading**’ means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in Securities and ‘trade’ shall be construed accordingly. Explanation: Exercise of ASOPs and sale of shares acquired under ESOP shall not be considered as Trading except for the purpose of disclosures under this Code. Further, “dealing in securities” includes pledging etc. when in possession of UPSI.

2.22. ‘**Trading Day**’ means a day on which recognized stock exchanges are open for trading.

2.23. ‘**Trading Plan**’ shall have the meaning assigned to it in Clause 8.

2.24. ‘**Trading Window**’ refers to the period during which the Company's Securities can be traded by the Designated Person as provided in this Code.

2.25. ‘**Unpublished Price Sensitive Information**’ or ‘**UPSI**’ 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 of the Company and shall, ordinarily include but not be restricted to, information relating to the following:

- i. financial results
- ii. dividends
- iii. change in capital structure
- iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
- v. changes in key managerial personnel;

Words and expressions used and not defined in this Code but defined in SEBI Act, 1992, the SCRA Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

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3. ROLE OF COMPLIANCE OFFICER:

3.1 The Compliance Officer shall be designated so and be a financially literate, senior officer capable of appreciating requirements for legal and regulatory compliance. The Compliance Officer shall report to the Board of Directors. The Compliance Officer shall report to the Board of directors and provide reports on dealing in Securities by Designated Persons to the Chairman of the Audit Committee, on a quarterly basis. For the purpose of this Code, the Compliance Officer shall be the Company Secretary.

3.2 In the absence of the Compliance Officer for any reason, any senior officer, reporting to the Board or the Managing Director who is financially literate and is capable of appreciating requirements for legal and regulatory compliance, shall carry out the responsibilities of the Compliance Officer as required under this Code and the Regulations.

3.3 The Compliance Officer shall be responsible for :

- administering this Code and other requirements under the SEBI Insider Trading Regulations for compliance of the policies, procedures prescribed therein
- setting forth policies, procedures, maintenance of records and monitoring adherence to the rules for preservation of UPSI;
- monitoring of trades and implementation of this Code under the overall supervision of the Board of Directors of the Company;
- providing disclosures to the stock exchange as required under the SEBI Insider Trading Regulations;
- pre-clearing of Trades by Designated Persons and their Immediate Relatives, in accordance with the SEBI Insider Trading Regulations and this Code;
- Maintaining a list of Designated Persons and also updating changes to the list from time to time; - maintaining a record of the opening and closing of the Trading Window;
- reviewing the Trading Plan and assessing the potential of the plan for violation of the SEBI Insider Trading Regulations, if any;
- approving and monitoring the implementation of the Trading Plan;
- notify the Trading Plan to the stock exchanges where the Securities are listed, on approval of the plan; and
- maintaining records of all declarations and disclosures received by him/ her under this Code for a minimum period of 5 years.

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3.4 The Compliance Officer shall be authorized to seek such information from the Designated Persons and Connected Persons as may be required to ensure or verify compliance with this Code and the SEBI Insider Trading Regulations and to give such approvals as are specified in the Code.

3.5 The Compliance Officer shall assist Designated Persons in addressing any clarifications regarding the SEBI Insider Trading Regulations and this Code.

4. PRESERVATION, COMMUNICATION AND PROCUREMENT OF UPSI:

4.1 All Insiders shall maintain confidentiality of all UPSI and shall not communicate, provide, allow access to or pass on such UPSI to any person directly or indirectly, except as permitted under Clause 5.2.

4.2 UPSI is to be handled within and outside the Company on a "need to know" basis and no UPSI shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. UPSI should be disclosed only to those within the Company who need the UPSI to discharge their duty.

4.3 Further no person shall procure from or cause the communication by any Insider, of UPSI, relating to the Company or its Securities, either directly or indirectly except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

4.4 The Company's code for fair disclosures lays down the principles for determining legitimate purposes for this purpose of this code.

4.5 Any person including auditors, accountancy firms, law firms, analysts, consultant firms etc., assisting or advising the Company, (Fiduciaries for the purpose of this Code) who is expected to have access to UPSI in the course of business operations shall formulate a code of conduct to regulate, monitor and report Trading by its associates / other connected persons (as defined under the SEBI Insider Trading Regulations) towards achieving compliance of the SEBI Insider Trading Regulations, adopting the minimum standards set out in Schedule C to the SEBI Insider Trading Regulations without diluting any of its provisions. The said persons will also be subjected to the Trading Window provisions of this Code under Clause 5 and contra trades under Clause 8.7.4.

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4.6 While dealing with or handling UPSI within the Company, the Company shall establish policies, procedures and physical arrangements designed to manage confidential information and prevent the inadvertent spread and misuse of UPSI, or the appearance thereof.

4.7 Files containing confidential information shall be kept secure. Computer files will have adequate security of login and password, etc. Files containing confidential information should be deleted / destroyed after its use. Shredder should be used for the destruction of physical files.

5. PREVENTION OF MISUSE OF UNPUBLISHED PRICE SENSITIVE INFORMATION:

5.1. No Designated Person or Connected Person shall:

5.2. either on his own behalf, or on behalf of any other person, Trade when in possession of any UPSI unless the Trade is made pursuant to a Trading Plan, in accordance with the provisions of Clause 8 of this Code, or in accordance with the SEBI Insider Trading Regulations; or

5.3. Advise any person to Trade in the Securities while being in possession, control or knowledge of UPSI. For avoidance of any doubt it is clarified that “advice” shall mean to include recommendations, communications or counseling.

5.4. Further, all Designated Persons and their Immediate Relatives shall be subject to the Trading restrictions enumerated below:

5.5. The Company shall specify a Trading period, called “Trading Window”, for Trading in the Company’s Securities. Subject to Clause 5.9 below, the time for commencement of closing of Trading Window shall be decided by the Compliance Officer.

5.6. The Trading Window shall be closed, inter alia, during the time the information referred below is not Generally Available Information:

i. financial results

ii. dividends

iii. change in capital structure

iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and

v. changes in Key Managerial Personnel.

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5.7. The timing for re-opening of the Trading Window shall be determined by Compliance Officer after taking into account various factors, including whether the UPSI has become Generally Available Information or not and is capable of being assimilated by the market, which in no event shall be earlier than 48 hours after the information becomes Generally Available Information.

5.8. The Trading Window shall also be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons is reasonably expected to be in possession of UPSI.

5.9. Without prejudice to generality of the foregoing, Trading is not permitted during the following periods:

i. In respect of financial results, seven trading days prior to the date of the board meeting and until expiry of 48 hours from the time the results are communicated to the stock exchanges.

ii. In respect of other events, the period as the Managing Director & CEO or the designated Chief Disclosure Officer (CDO) of the Company may advise the Compliance Officer from time to time.

5.10. All Designated Persons of the Company shall conduct all their dealings in the Securities of the Company only in a valid Trading Window, in compliance with Clause 6 and Clause 7 of this Code, and shall not deal in the Company's Securities during the periods when Trading Window is closed or during any other period as may be specified by the Company from time to time. Further, the Trading Window shall be applicable to any person having a contractual or fiduciary relationship with the Company, including its auditors, accountancy firms, law firms, etc., assisting or advising the Company.

Note: Trading window norms shall not be applicable for the trades carried out in accordance with an approved trading plan.

6. PRE-CLEARANCE OF TRADES:

6.1. All Designated Persons on their behalf and on behalf of their Immediate Relatives, who intend to deal in the Securities of the Company during the period when the Trading Window is open, should pre-clear the transaction(s) irrespective of the value as per the pre-dealing procedure as described hereunder. No Designated Persons shall apply for pre-

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clearance of any proposed Trade if such Designated Person is in possession of UPSI even if the Trading Window is not closed. It is clarified that it is the responsibility of the Designated Persons to obtain approvals in respect of Trades proposed to be conducted by them or their Immediate Relatives.

6.2. An application may be made in the prescribed Form, to the Compliance Officer indicating the estimated number of Securities/ the value of the Securities that the Designated Person intends to deal in, the details as to the depository with which he has a security account, number of Securities held by him in physical and depository mode and such other details as may be required by the Company in this regard.

6.3. An undertaking shall be executed in favour of the Company by such Designated Person incorporating, inter alia, the following clauses, as may be applicable:

i. That the Designated Person/ his or her Immediate Relative does not have any access to or has not received upto the time of signing the undertaking any "Unpublished Price Sensitive Information" which has remained unpublished and is not Generally Available in the public domain.

ii. That in case the Designated Person/ his or her Immediate Relative 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 the position and that he/she or his/her Immediate Relative would completely refrain from dealing in the Securities of the Company till the time such information becomes Generally Available.

iii. That he/she or his/her Immediate Relative has not contravened this Code.

iv. That he/she has made a full and true disclosure while applying for clearance to Trade.

v. The Compliance Officer shall have regard to whether the above declarations are reasonably capable of being rendered inaccurate.

6.4. With reference to declaration of interim dividend and other matters referred to in clause 5.6 (ii) to (v), the Managing Director & Chief Executive Officer, or Chief Disclosure Officer, shall, well before initiation of such activity / project form a core team of Designated Persons and / or group of persons who would work on such assignment. Such persons will execute an undertaking not to deal in Securities till the UPSI regarding the activity / project is made public or the activity / project is abandoned and the Trading Window would be regarded as closed for them for the said period.

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7. OTHER RESTRICTIONS:

7.1. All Designated Persons and their Immediate Relatives shall execute their Trade in respect of Securities of the Company within 7 trading days after the approval of pre-clearance is given, or a period of less than 7 trading days, in the event the Trading Window closes, prior to expiry of the period of 7 trading days. If the Trade is not executed within 7 trading days (or such shorter period, as applicable) after the approval is given, the Designated Person must pre-clear the transaction again stating the reason for not completing the Trade. In the event the period between the date of the approval and commencement of closure of Trading Window is less than 7 trading days then the said transaction shall be executed within such lesser period.

7.2. Compliance Officer shall either clear the requested deal or decline to clear the same within 7 trading days of receipt of the request in the prescribed form or such shorter period in the event the trading window is due to be closed prior to 7 trading days of receipt of the request. In case of declining, the reasons for the same shall be recorded by the Compliance Officer.

7.3. In case the Compliance Officer or any of his / her Immediate Relative wishes to Trade in the Securities of the Company, he / she should get the Trade pre-cleared by the Board of Directors of the Company, or any committee of the Board or a specified Director to which the Board of Directors has delegated such authority under a board resolution, and all provisions of the preclearance as would be applicable to a Designated Person shall be applicable to the Compliance Officer.

7.4. Designated Persons and their Immediate Relatives shall not enter into an opposite transaction viz., sell or buy as the case may be for a period of six months following the previous transaction. Note: Restrictions of Contra Trade shall not apply in respect of trades carried out by Designated Persons in accordance with an approved trading plan, participation in buy back offers, open offers, rights issues, FPOs, bonus issues, exit offers, exercise of stock options etc., of the Company.

7.5. The Compliance Officer is empowered to grant relaxation from the strict application of the Contra Trade restriction after recording the reasons in writing, provided such relaxation does not violate the SEBI Insider Trading Regulations.

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8. COMMUNICATION:

This Code will be uploaded in the Intranet of the Company. The Code of Fair Disclosure will be uploaded in the website of the Company. This Code will be disseminated to all Designated Persons who shall abide by the same. The responsibility for complying with the provisions of the Regulations shall vest with each Designated Person including any violation by their Immediate Relatives. Every amendment to the Code of Fair Disclosure shall be promptly intimated to the stock exchanges where the Securities of the Company are listed. The Compliance Officer can be contacted for any clarification/ assistance in relation to this Code.

9. INTERPRETATION OR CLARIFICATION

In case any difficulty or doubt arises in the interpretation of this Code, the matter shall be referred to any two Directors and their decision shall be final and binding. If the issue involves any act or matter involving the Chairman, the Chairman of the Audit Committee shall decide upon such issue.

10. DISCLAIMER

This Code is the internal policy of the Company to prevent Designated Persons and Connected Persons who are considered by the Company to be Insiders of the Company for the purposes of the SEBI Insider Trading Regulations, from Trading while in possession of UPSI. It is however the responsibility of each Designated Person and Connected Person to ensure compliance with the provisions of the SEBI Insider Trading Regulations and other related laws. The Company shall not be responsible or liable for any violation or contravention by any Designated Person or Connected Person, of the SEBI Insider Trading Regulations or other related laws.

11. REVIEW

The Compliance with the provisions of these SEBI Insider Trading regulations shall be reviewed periodically by the internal auditors of the Company. The Audit Committee shall also review compliance with the provisions of these SEBI Insider Trading regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.