

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

The Securities and Exchange Board of India (SEBI) had notified the SEBI (Prohibition of Insider Trading) Regulations, 2002 (hereinafter referred to as "Regulations") dealing, inter alia, with buying and selling of securities of the Company by employees and Directors. As per the regulations, the Company is required to have a code of conduct for its officers and employees.

Accordingly, the Company has decided to implement the following code, as the Code of Conduct of the Company within the meaning of the said regulations.

Compliance Officer

- a) The Company has appointed Mr. V.Sridhar, Finance Controller as the Compliance Officer who shall report to the Chairman and Managing Director.
- b) The Compliance Officer will be responsible for setting forth policies and procedures and monitoring adherence to the rules for the preservation of "Price Sensitive Information", pre-clearing of Designated Employees' and their dependents' trades, monitoring of trades and the implementation of the code of conduct under the overall supervision of the Board of Directors of the Company.

Designated Employee

For the purpose of this Code, the term 'Designated Employee' shall include the following:-

- (i) All the Directors of the Company including the Chairman and Managing Director, Director Manufacturing, Executive Director and any other Whole-time Directors.
- (ii) The Financial Controller, Chief Executive Officer, Chief Operating Officer, Chief Technology Officer, Chief Financial Officer.
- (iii) General Managers, Vice-Presidents and officers in equivalent grades.
- (iv) Officers in the grade of Deputy General Manager, Senior Manager, Manager, Assistant Manager, Deputy Manager and equivalent grades.

- (v) All the officers and employees in the Finance and Accounts Department of the Company.
- (vi) Such other employees as may be determined and informed by the Compliance Officer from time to time.
- (vii) All the provisions applicable to Designated Employees shall also be applicable to their dependant family members, which for this purpose means dependant parents, dependant children under the age of 21 years, dependant spouse and any other persons dependant on the Designated Employee.

Trading Window

Designated Employees shall not buy or sell shares and other securities of the Company during closure of the "Trading Window".

"Trading Window" is the period during which a Designated Employee may buy or sell the securities of the Company, subject to this Code and applicable SEBI rules / regulations/ and applicable law.

Trading Window shall be closed during the following periods:

1. From the date of circulation of the notice for the meeting of the Board of Directors in which the quarterly financial results are taken on record by the Board till 24 hours after the announcement of the financial results for the relevant period to the Stock Exchanges.
2. From the date of circulation of the agenda for the meeting of the Board of Directors, in which any material price sensitive and unpublished event, including the following, are proposed:
 - o Issue of securities;
 - o Buyback and splitting of securities;
 - o Declaration of Dividend;
 - o Major expansion plans or new projects;
 - o Acquisition, amalgamation, merger, de-merger, takeover of companies;

- Disposal of whole or substantially the whole of the undertaking;
- Significant changes in the policies, plans or operations of the Company;

The Trading Window shall re-open 24 hours after the notification of this information to the Stock Exchanges.

The closure of the Trading Window for these events will be informed to all designated employees by the Compliance Officer for the purpose of this Code. In case of doubts on whether information is unpublished and price sensitive, Designated Employees may seek clarifications from the Compliance Officer.

Designated Employee shall require prior clearance from the Compliance Officer where the aggregate market value of purchase or sale of securities of the Company exceeds Rs. 2,50,000 or 500 equity shares, in a calendar month, whichever is lower, (either in one transaction or in a series of transactions).

Purchase and sale of securities by the Compliance Officer shall require prior clearance from the Chairman and Managing Director.

Purchase or sale transactions, for which prior clearance has been obtained, shall be executed within seven days of such clearance.

Minimum Holding Period

Designated Employees shall hold the securities of the Company for a minimum period of 60 days from the date of purchase. In case of personal emergencies, the prior approval of the Compliance Officer shall be taken for relaxation in the Minimum Holding Period. In respect of the Compliance Officer, such relaxation shall require prior approval of the Chairman and Managing Director. [Form B].

Continuous Disclosure

Continuous disclosures have to be made of changes in securities holding when such change exceeds any the following three criteria:

- Rs. 5,00,000/- in market value or
- 25,000 securities or
- 1% of the total Share Capital.

This disclosure shall be made within 4 working days of such change. [Form D]

Every designated employee of the Company, shall make an annual disclosure of number of securities held as on the last date of the financial year, including details of each transaction of purchase or sale of shares and other securities during the financial year in attached the format. This disclosure shall be made within 30 days from the close of each financial year. [Form D]

Every Designated Employee of the Company, upon becoming a Designated Employee, at any point in time, shall make a disclosure of number of securities held. This disclosure shall be made within 4 working days of becoming a Designated Employee. [Form B]

Preservation of Price Sensitive Information

Employees and Directors shall maintain the confidentiality of all Price Sensitive Information. Employees and Directors 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.

Penalties for Contravention

Violation of this Code will invite disciplinary action. Such disciplinary action by the Company will be irrespective of the action that may be taken by SEBI under the Regulations.

General

A copy of the Code of Conduct shall be made available at the office of the Compliance Officer. The Compliance Officer for the purpose of this Code, as mentioned earlier, shall be the Financial Controller. Employees are advised to acquaint themselves with their obligations under the Regulations. The Compliance Officer is available for any clarifications or assistance that may be necessary. A copy of the code of conduct shall be made available on the Company's website, www.tritonvalves.com.