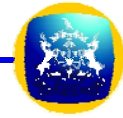


**PROHIBITION OF
INSIDER TRADING
ORDER, 2002**



RAJ OIL MILLS LTD.

———— Purity. Since 1943. ————



**RAJ EMPLOYEES
(PROHIBITION OF INSIDER TRADING)
ORDER, 2002**

BACKGROUND,

1. These rules shall be called the RAJ EMPLOYEES (Prohibition of Insider Trading) Order, 2002.
2. These Rules are in addition to the SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended.

The purpose of these rules is to ensure:

prohibition on dealing in Company's securities on the basis of possession of price sensitive information;

dissemination of information which is price-sensitive to analysts, institutional investors, media etc only after making the same public;

timely and adequate disclosure of price sensitive information to Stock Exchanges on a continuous and immediate basis;

RULES

Rules means the RAJ EMPLOYEES (Prohibition of Insider Trading) Order, 2002

1. DEFINITIONS

Board

Board means the Board of Directors of the Company.

Company

Company for the purpose of these Order means RAJ OIL MILLS LIMITED .

Compliance Officer

Compliance Officer means the Company Secretary or such other person as may be nominated as the Compliance Officer by the Board from time to time.

Connected Persons

Connected Persons means and includes:

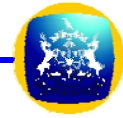
All Directors of the Company;

All employees or officers of the Company, whether Temporary or Permanent;

Any person having a professional or business relationship with the Company.

Dependent Family members.

Deemed Connected Persons.



Dealing in Securities

Dealing in securities means buying, selling or agreeing to subscribe, sell or deal in any securities either as principal or agent and includes exercising of options.

Deemed Connected Persons

Deemed Connected Persons means and includes:

Any group company, company under the same management or subsidiary of the Company;

Relatives of Connected Persons;

Bankers of the Company;

Merchant Banker, Share Transfer Agent, Registrar to an issue, Debenture Trustee, Broker, Portfolio Manager, Investment Advisor, Sub-broker or any employee thereof having a fiduciary relationship with the Company;

Trustees of any trust the beneficiaries of which include any of the Connected Persons;

Any person who was a connected person, whether temporary or permanent six months prior to an act of insider trading;

Persons having professional or business relationship between themselves and the company, whether temporary or permanent and by virtue of such relationship are expected to be in possession of price-sensitive information;

Any other person or category of persons mentioned in Regulation 2 of the SEBI (Prohibition of Insider trading) Regulations, 1992

Designated Employee

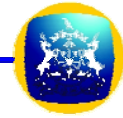
Designated Employee means and includes:

Directors

Officers comprising the top three tiers of the company management

all employees in the finance department including Divisional Finance Teams, whether temporary or permanent;

employees designated by the Board of Directors from time to time, to whom these trading restrictions shall be applicable, keeping in mind the objectives of these Rules.



Holding Period

All the Directors / Officers / Designate Employees shall hold their investments in securities for a minimum period of 30 days.

i. **Insider**

Insider means any person who is or was a Connected Person or a Deemed Connected Person and who is reasonably expected to have access by virtue of such connection to unpublished price sensitive information in respect of securities of the Company or has received or has accessed unpublished price sensitive information.

Officer

Officer means and includes Director, Chief Executive Officer, Manager, Company Secretary or any person in accordance with whose directions or instructions the Board of Directors is accustomed to act.

Price Sensitive Information

Price Sensitive Information means any information, which relates directly or indirectly to a company and which if published is likely to materially affect the prices of securities of the company. The following shall be deemed to be price sensitive information: -

periodical financial results of the company; declaration of dividends (both interim and final); issue of securities or buy-back of securities;

any major expansion plans or execution of new projects;

amalgamation, mergers or take-overs;

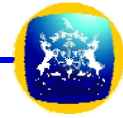
disposal of the whole or substantial part of the undertaking;

any significant changes in major policies, plans or operations of the Company;

Litigation/dispute with a material impact;

Revision of credit ratings assigned to any debt or equity instrument of the Company;

Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the securities of the Company;



Prohibited Period

Prohibited Period means

Period beginning with the 48 hours before the Board Meeting in which Board is to consider any price sensitive information and ending after 24 hours from the time the Price Sensitive information is made public.

Such other period as may be specified by the Compliance Officer from time to time consultation with the Chairman and Managing Director.

Trading Period

Trading Period means any period other than the Prohibited Period.

Securities

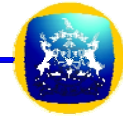
Securities means and include ;

- i. Equity Shares of the Company,

Such other marketable instruments as may be issued by the Company from time to time.

Unpublished Price Sensitive Information

Unpublished Price Sensitive Information means information which is not published by the company or its agent and has not been communicated to the Stock Exchange(s) or made known to the public in general.



CHAPTER - I

COMPLIANCE OFFICER

APPOINTMENT, DUTIES & POWERS OF THE COMPLIANCE OFFICER

The Board of Directors of the Company shall appoint, remove and replace from time to time the Company Secretary or any person as the Compliance Officer for the purpose of performing.

The Compliance Officer will be subject to overall supervision of Board of Directors and shall report to the Chairman & Managing Director of the Company.

He shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of "Price-Sensitive Information", 'pre-clearing of trades monitoring of trades and the implementation of the Order under the overall supervision of the Board of Directors of the Company.

He may in consultation with the Chairman & Managing Director and shall as directed by the Board, specify Prohibited Period from time to time and immediately make an announcement thereof.

He shall ensure that prohibited period is intimated to all concerned at least 48 hours before the commencement of the said period.

He shall maintain a record of Connected Persons and any changes made to the list of Connected Persons.

He shall from time to time inform the Stock Exchanges of any price sensitive information on immediate basis.

He shall intimate to all Stock Exchanges on which the securities of the company are listed the information received under reporting requirements.

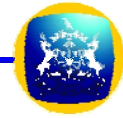
He shall maintain a record of Prohibited Period specified from time to time.

He shall maintain records of all the declarations submitted in the appropriate form given by the directors/officers /designated employees for a minimum period of three years.

He shall place before the Chairman & Managing Director, on a monthly basis all the details of the dealing in the securities by employees / directors / officers of the company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in these rules.

He shall be responsible for overseeing and co-ordinating disclosure of price sensitive information to Stock Exchanges, analysts, shareholders and media and educating staff on disclosure policies and procedure and report to the Chairman & Managing Director.

He shall inform SEBI of any violation of SEBI (Prohibition of Insider Trading) Regulations, 1992 within 7 days of knowledge of violation.



CHAPTER II

PRESERVATION OF PRICE SENSITIVE INFORMATION

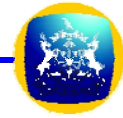
II. A) OBLIGATIONS OF DESIGNATED EMPLOYEES

- i. The Employees and Designated Employees shall maintain the confidentiality of all Price Sensitive Information and shall not pass on such information to any person directly or indirectly recommending for dealing in the Securities.
- ii. The Employees and Designated Employees shall disclose the Price Sensitive Information 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.

B) PRESERVATION OF PRICE SENSITIVE INFORMATION

1. All price sensitive information directly received by any employee shall immediately be reported to the head of the department and the head of the department shall immediately forward such information to the Compliance Officer in Form 'F'.
- ii. Files containing confidential information shall be kept secure under lock and key. Computer files must have adequate security of login and password etc. Each division shall nominate a member of the division who shall be responsible to ensure compliance with this clause.

(For the purpose of this clause Confidential Information includes price sensitive information and such other information concerning the company which is not in public domain and if made public shall materially affect the prices of securities of the company.)



III. PRE CLEARANCE OF TRADES

The Insider may deal in any Securities of the Company only during the Trading Period, in the manner as prescribed under these Order.

All Connected Persons and the designated employees who intend to deal in the securities of the Company in excess of 2000 shares in number, shall pre-clear the transactions as per the procedure given under.

An application shall be made in duplicate in 'Form A' as attached in Appendix I to these Rules.

All Connected Persons and the designated employees dealing in securities of the Company below the threshold limit of 2000 shares shall within 7 days of such dealing inform the Compliance officer in Form 'B' as attached in Appendix I to these Rules.

An undertaking accompanying the application shall be executed in favour of the company by the Connected Persons / designated employees incorporating:

that he/she does not have access to or has not received price sensitive information upto the time of signing the undertaking;

that he/she has access to or has received price sensitive information at the time after the execution of the undertaking and before the transaction then he/she shall inform the Compliance Officer about the change in the position and would refrain from dealing in the securities of the company till such time the information becomes public;

that he/she has not contravened these Order;

that he/she has made a full and true disclosure in the matter.

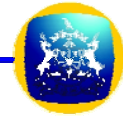
The Compliance Officer shall grant approval within 2 working days from the date of lodgement in Form 'D' as attached in Appendix – I to these Rules.

Copies of all applications and acknowledgements shall be retained by the Compliance Officer.

In exceptional circumstances consent may not be given if the Compliance officer is of the opinion that the proposed deal is on the basis of possession of any unpublished Price sensitive information. There shall be no obligation to give reasons for any withholding of consent.

If so requested by the Compliance Officer, the Connected Person must ensure that his stockbroker is authorised to disclose to the Company all matters relevant to his share dealings.

All Connected Persons/ Designated Employee 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 or Designated Employee shall pre clear the transaction again.



DEALINGS IN SECURITIES

IV. PROHIBITION ON DEALING, COMMUNICATING OR COUNSELLING ON MATTERS RELATING TO INSIDER TRADING

1. No Insider during the Prohibited Period shall –

either on his own behalf, or on behalf of any other person, deal in securities of the company while in possession of any unpublished price sensitive information;

communicate, counsel or procure, directly or indirectly any unpublished price sensitive information to any person. However these restrictions shall not be applicable to any communication required in the ordinary course of business or under any law.

2. No Insider shall:

deal in the Securities of the Company during the Prohibited Period.

deal in the Securities except after complying the conditions laid hereinafter.

deal in the Securities during the Holding Period i. e. 30 days from the date of purchase.

3. EXCEPTION :

In cases necessitated by personal emergency, the holding period of 30 days may be waived of by the Compliance Officer upon making an application by connected person in Form G as annexed in Appendix I to these Order. .

During the Prohibited Period, Insider shall be entitled to exercise the option to purchase securities allotted to them under any ESOP scheme. However, sale of securities allotted under ESOP scheme shall be governed by these rules and such sale will not be permitted if proposed to be made during the Prohibited Period.

REPORTING REQUIREMENTS

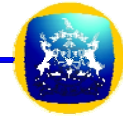
Initial Disclosure:

Any person

Who holds more than 5% shares or voting rights or

Who is a Director or the Officer of the Company shall disclose

shall disclose to the Compliance Officer in Form 'C' the number of shares or voting rights held.



Continual Disclosure :

Any person

Who holds more than 5% shares or voting rights shall disclose in Form 'C' the number of shares or voting rights and the change in the shareholding, even if such change results in the shareholding falling below 5% and the change exceeds 2%.

or

Who is a Director or the Officer of the Company shall disclose in Form 'C' the number of shares or voting rights held and the change if the change exceeds

Rupees 5 lac in value

25000 Shares

1% of total shareholding or voting rights,

whichever is lower

The Disclosure to be made in (1) & (2) above shall be made within 2 (two) working days of :

the receipt of intimation of allotment of shares;

the acquisition or sale of shares or voting rights, as the case may be.

The Company, within 2 (two) working days of receipt, shall disclose to all stock exchanges on which the company is listed, the information under sub-regulations (1) & (2).

Any person, who becomes a connected person shall disclose to the Compliance Officer in Form 'C' the number of shares or voting rights held by him within 2 (two) working days of:

his appointment; or

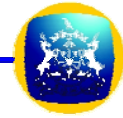
the receipt of intimation of allotment of shares; or the acquisition or sale of shares or voting rights

All Connected Persons and their dependant family members dealing in Securities of the Company shall be required to forward following details of their Securities including the statement of dependant members to the Compliance officer in 'Form C' attached as Appendix I to the Rules:

all holdings in securities of the Company by Connected Persons and their dependants at the time of joining the company;

annual statement on 1st of April every year of all holdings and Dealings in securities of the Connected Persons and their dependants.

All employees shall ensure compliance with the provisions of these rules relating to declarations required to be made by dependant family members.



CORPORATE DISCLOSURE POLICY

DISCLOSURE OF PRICE SENSITIVE INFORMATION

Any information disclosure shall be approved in advance by the Compliance Officer and Chairman & Managing Director.

Where the disclosure of information is approved by the Chairman & Managing Director, a copy of the approval shall be forwarded to the Compliance Officer.

In case any information has been disclosed accidentally or without prior approval, the person responsible for the disclosure shall immediately inform the Compliance officer or the Chairman & Managing Director, even if the information is not considered price sensitive.

VII. PROCEDURE FOR RESPONDING TO ANY QUERIES/ REQUESTS FOR VERIFICATION OF MARKET RUMOURS BY STOCK EXCHANGES

The Compliance Officer shall immediately consult the concerned Chairman & Managing Director for verification of any market rumours or queries forwarded by the Stock Exchanges.

The Compliance Officer or the Chairman & Managing Director shall reply to the queries or requests for verification of market rumours within 48 hours of receipt or such further period as may be allowed by the Stock Exchange.

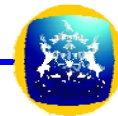
As and when necessary the Compliance Officer may in consultation with the Chairman & Managing Director make a public announcement for verifying or denying rumours before making the disclosure.

VIII. DEALING WITH ANALYSTS/INSTITUTIONAL INVESTORS

Only a Designated Employee of the Company shall interact with Analysts, Institutional and other large investors. At any meeting of the Analysts, Institutional and other large investors two designated employees of the Company shall be present

No price sensitive information shall be disclosed to analysts or Institutional and other large investors unless prior confirmation from the Compliance officer is received that the said price sensitive information has been made public. If unanticipated questions, which are price sensitive, are raised during the meeting, such questions shall be taken note of and a considered response will be given only after consulting the Compliance Officer.

The Designated Employee shall inform in advance to the Compliance Officer the required details in the prescribed manner in Form 'E' annexed as Appendix 1 to these rules.



The Designated Employee shall forward the minutes of the meeting with the Analysts/Institutional investors to the Compliance Officer in Form 'H' attached as Appendix – I to these rules within 24 hours of the conclusion of the meeting.

The Compliance Officer shall make a press release or post relevant information on the Company's website immediately after every analyst meet. Simultaneously, such information shall also be sent to the Stock Exchanges promptly where any price sensitive information is disclosed.

EXPLANATION: Analyst meet shall include any interaction with brokers, investment advisors, financial institutions, Media, etc whether or not such meeting is formally organised.

PENALTY FOR CONTRAVENTION

Connected Persons who violate the code of conduct shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.

The action by the Company shall not absolve the person from prosecution under SEBI (Prohibition of Insider Trading), Regulations, 1992.

APPLICABILITY OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 1992

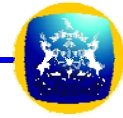
The Connected persons shall also ensure compliance with the SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended.

Compliance of the Rules shall not absolve any person of liability, if any, under the SEBI (Prohibition of Insider Trading) Regulations, 1992.

NOTE:

Relevant Forms are available with Mr. _____ or Mr. _____.

For any clarification, please contact, Mr. _____ Company Secretary & Compliance Officer



FORM – A
(This Form is to be submitted in Duplicate)
FORMAT OF APPLICATION DURIN TRADING PERIOD
[Pursuant to Order III (3)]

Date:

To :

The Compliance
 Officer RAJ OIL
 MILLS LIMITED (the
 "Company")

From :

Name
 Designati
 on
 Departm
 ent

Dear Sir,

I hereby give notice pursuant to the RAJ EMPLOYEES (Prohibition of Insider Trading) Order, 2002 ('The Rules') that I wish to enter into the Dealing described below in relation to Securities of the Company: -

Nature of Dealing (please tick box)

Acquisition of Securities	
Disposal of Securities	
Exercise of Option to subscribe for Securities	
Other	

Person Making the Dealing (please tick box)

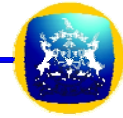
Myelf	
My wife / husband (delete as appropriate)	
Others (specify)	

Intended/Actual Date(s) of Dealing _____

Number of Securities

Class of Securities _____ (Equity / Preference)

Number of Securities _____



Details of Depository Account

Name of the Depository Participant (DP)/Depository

DP account no. _____

Details of securities already held in demat mode:

Name of DP	Folio No.	No. of Securities Held

Total Price Receivable / Payable

Employee Code

Undertaking

In relation to the above Dealing, I undertake that :

I do not have access or have not received any unpublished price sensitive information relating to the Securities till the time of signing the undertaking.

In case, I receive any "Price Sensitive Information" after signing this Form but before the execution of the deal, I shall inform the Compliance Officer of the change in the position and will refrain from dealing in the Securities till such information is made public.

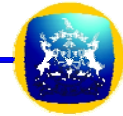
I have not contravened the Rules or the SEBI (Prohibition of Insider Trading), Regulations, 1992.

I have made a full and true disclosure in this Form.

If approval is granted, I shall execute the deal within one week of the receipt of approval failing which I shall again seek pre-clearance.

Yours faithfully,

(_____)



FORM – B

FORMAT OF INTIMATION FOR DEALING BELOW THRESHOLD LIMIT

[Pursuant to Order III (4)]

Date:

To :

The Compliance Officer
RAJ OIL MILLS LIMITED
(the "Company")

From :

Name
Designation
Department

Dear Sir,

I hereby give notice pursuant to the RAJ EMPLOYEES (Prohibition of Insider Trading) Order, 2002 ('The Rules') that I have entered into the Dealing described below in relation to Securities of the Company (not being more than 100 in number):

Nature of Dealing (please tick box)

Acquisition of Securities	
Disposal of Securities	
Exercise of Option to subscribe for Securities	
Other	

Person Making the Dealing (please tick box)

Myself	
My wife / husband (delete as appropriate)	
Others (specify)	

3. Employee Code

4. Actual Date(s) of Dealing _____

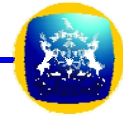
5. Number of Securities

Class of Securities _____ (Equity / Preference)

Number of Securities _____

Yours faithfully,

(_____)



FORM – C

**STATEMENT OF HOLDINGS AND DEALINGS IN THE
SECURITIES OF THE COMPANY [Pursuant to Order V (1)]**

Date:

To :

The Compliance Officer
RAJ OIL MILLS LIMITED
(the "Company")

From :

Name
Designation
Department

Dear Sir,

I hereby furnish the details of holding and dealings in the Securities of the Company pursuant to RAJ EMPLOYEES (Prohibition of Insider Trading) Order, 2002 ('The Rules'):

1.Name of the Connected Person _____

2.Nature of relationship with the company _____

2.Date of appointment (if applicable) _____

3.Number of Securities held as on _____

4.Details of Holdings in securities :

S.No.	Date of	No of Shares	Amount (Rs.)	Nature of Securities
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5.Details of Changes in Holdings:

S.No	Date of Dealing	No of Securities Purchased / Sold	Amount of dealing (Rs.)	Nature of Securities
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Thanking you,



FORM – D

[Pursuant to Order III (7)]

Date:

To :

From :

Name

The Compliance Officer

Designation

RAJ OIL MILLS LIMITED

Department

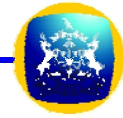
(the “ Company”)

Dear Sir/Madam,

With reference to your letter dated _____, we inform you that we have accepted / rejected your application seeking approval for dealing in _____ number of securities of the Company. Please note that the said transaction must be completed on or before _____, i. e. within 7 days from the date of approval.

Yours Faithfully,
for **RAJ OIL MILLS LIMITED**

(Compliance Officer)



FORM - E

[Pursuant to Order VI (1), VIII (2) &(3)]

Date: _____

Date & Time of Meet: _____ Type: Analyst Media/PR

Venue: _____

Name/s of Analyst(s)/Media: 1. _____
2. _____
3. _____

Departments: _____

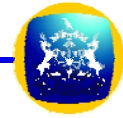
Back Office

Persons to be present: 1. _____
(From the Company) 2. _____
3. _____

Nature of Information: Does the information pertain to any of the items specified in the definition in clause (1) (k) of the rules: (i.e., price sensitive information as listed overleaf) Yes/ No

If Yes, Details:

If No, What is the information to be shared?



Approved by : _____
(Managing Director)

Countersigned by : _____
(Compliance Officer)

Name:

Employee No.:

Department :

PRICE SENSITIVE INFORMATION

periodical financial results of the company;

declaration of dividends (both interim and final); issue of securities or buy-back of securities;

any major expansion plans or execution of new projects;

amalgamation, mergers or take-overs;

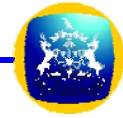
disposal of the whole or substantial part of the undertaking;

any significant changes in major policies, plans or operations of the Company;

Litigation/dispute with a material impact;

Revision of credit ratings assigned to any debt or equity instrument of the Company;

Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the securities of the Company;



FORM - F

Date : _____
From : _____
Department : _____

To
Compliance Officer

I wish to inform you pursuant to rule II (B) (1) of the Rules that I have received the following information from _____ on _____ at _____, which I consider to be price sensitive.

Sr. No.	Category	Information Received
1	Periodical financial results of the Company	
2	Intended declaration of dividends	
3	Issue of securities or buy-back of securities	
4	Any major expansion plans or execution of new projects	
5	Amalgamation, mergers or take-overs	
6	Disposal of the whole or substantial part of the undertaking	
7	Any significant changes in major policies, plans or operations of the Company including launch of new brands or new products of the Company where the contribution from such brand or product exceeds or is likely to exceed 5 % of the total turnover of the Company	
8	Disruption of operation due to natural calamities	
9	Commencement of any new commercial production/ commercial operation where contribution there from is likely to exceed 5% of the total turnover of the Company during that financial year	
10	Development with respect to changes in pricing/ realisation on goods and services arising out of changes in government policy	
11	Litigation / dispute with a material impact	
12	Revision of credit rating assigned to any debt or equity instrument of the Company	
13	Any information which, if disclosed, in your opinion is likely to materially affect the prices of the securities of the Company	

Yours faithfully,

(_____)

NOTE: The concerned Department Head to send a copy of the Form to the Compliance Officer.



FORM – G
[Pursuant to Order IV (3) (i)]
[in duplicate]

Date:

From :

To :

Name

The Compliance Officer

Designation

RAJ OIL MILLS LIMITED

Department

(the "Company")

Dear Sir,

I request you to waive the minimum holding period of 30 days as required under the RAJ EMPLOYEES (Prohibition of Insider Trading) Order, 2002 with respect to _____ equity shares of the company held by me/_____ singly/jointly acquired by me on _____(Date).

I desire to deal in the shares on account of _____ (give reasons).

Thanking you,

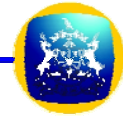
Yours faithfully,

(_____)

This is to inform you that you have been / not been waived from the requirement of minimum holding period of 30 days as specified by the RAJ EMPLOYEES (Prohibition of Insider Trading) Order, 2002 with effect from _____. Please note that this and will have effect for a period of 7 days from the said date.

For RAJ OIL MILLS LIMITED

(Compliance Officer)



FORM – H

[Pursuant to Rule X (5)]

**REPORT ON MEETING WITH FUND MANAGERS / ANALYSTS
/ BROKERS**

First Name	Surname	Organisation Name	Org. Type
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Person's MET 1.
2.
3.

Meeting Date :

Duration :

Venue of Meeting :

Organised By :

Marico's Rep.:

Purpose of Meeting

Action Points :

Visitor's Input :

General Inputs :

Report prepared by

Date of Report :