

## SHRI KALYAN HOLDINGS LIMITED

### CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

#### [Under Regulation 9(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

#### INTRODUCTION:

The Securities and Exchange Board of India ("SEBI") has, in order to protect the interests of investors in general and to put in place a framework for prohibition of insider trading in securities of the Company and to strengthen the legal framework thereof, has issued the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("**the Regulations**") pursuant to the powers conferred on it under section 30 of the Securities and Exchange Board of India Act, 1992 ("SEBI Act"). The Regulations has come into force with effect from **15<sup>th</sup> May 2015** and the same are applicable to all companies whose shares are listed on any recognized stock exchange.

The Regulations provides that every listed company shall frame (a) Code of Conduct, to regulate, monitor and report trading by its employees and other connected persons and (b) Code of Practices and Procedures, for fair disclosure of unpublished price sensitive information, towards achieving compliance with the Regulations.

This document embodies (a) the Code of Conduct for regulating, monitoring and reporting of trades by insiders and (b) the Code of Practices and Procedures, for fair disclosure of unpublished price sensitive information, as provided for under the Regulations. This Code applies to all Designated Persons and Connected Persons, as defined in the Code.

This Code shall supersede the existing Code for prevention of Insider Trading, which was adopted earlier by the Company, pursuant to the requirements of Regulation 12(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, which has now been repealed by SEBI.

#### 1. DEFINITIONS

In this Code, unless the context otherwise requires, the following words, expression and derivations there from shall have the meanings assigned to them, as under:

- (a) "**Act**" means the Securities and Exchange Board of India Act, 1992 and includes any statutory modifications or amendments thereto from time to time in force.
- (b) "**Board**" means the Board of Directors of Shri Kalyan Holdings Limited.
- (c) "**Code**" means the Code of Conduct for regulating, monitoring and reporting of trades by insiders of Shri Kalyan Holdings Limited under the Regulations, and any modifications/amendments made thereto from time to time.
- (d) "**Company**" means Shri Kalyan Holdings Limited
- (e) "**Companies Act**" means the Companies Act, 2013 and the Rules made there under and shall include any modifications or amendments thereto from time to time.
- (f) "**Compliance Officer**" shall mean Company Secretary of the Company or such any other senior officer, designated so and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company or the head of an organization.

(g) **Connected Person** means:

- i. any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds 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 unpublished price sensitive information or is reasonably expected to allow such access.
- ii. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:
  - (a) an immediate relative of connected persons specified in clause (i); or
  - (b) a holding company or associate company or subsidiary company; or
  - (c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
  - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
  - (e) an official of a stock exchange or of clearing house or corporation; or
  - (f) a member of 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; or
  - (g) a member of the board of directors or an employee of a public financial institution as defined in section 2 (72) of the Companies Act; or
  - (h) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
  - (i) a banker of the Company; or
  - (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

(h) **"Dealing in Securities"** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

(i) **"Designated Persons"** means:

- i. All Directors whether executive, non-executive or independent;
- ii. Chief Executive Officer (CEO), Chief Financial Officer (CFO) and Company Secretary (CS);
- iii. All employees of Manager cadre and above in Finance, Accounts and Secretarial Department;
- iv. All employees of General Manager cadre and above in all other Departments of the Company;
- v. Such other employees as may be determined by the Company from time-to-time.

(j) **"Director"** means a member of the Board of Directors of the Company.

(k) **"Employee"** means every employee of the Company including the Directors in the employment of the Company.

(l) **"Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis.

(m) **"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

(n) **"Insider"** means any person who is:

- i. A connected person
- ii. In possession of or having access to unpublished price sensitive information.

- (o) **"Key Managerial Personnel"** means person as defined in Section 2(51) of the Companies Act.
- (p) **"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 statutory modification thereof for the time being in force.
- (q) **"Regulations"** means Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations 2015 as amended from time to time.
- (r) **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof for the time being in force, except units of a mutual fund.
- (s) **"Specified"** means specified by the Board in writing;
- (t) **"Specified Persons"** means the Directors, connected persons, the insiders, the Designated Employees and the promoters and immediate relatives are collectively referred to as Specified Persons.
- (u)
- (v) **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- (w) **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- (x) **"Trading day"** means a day on which the recognized stock exchanges are open for trading;
- (y) **"Unpublished Price Sensitive Information"** 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 and shall, ordinarily including but not restricted to, information relating to the following:
  - i. financial results;
  - ii. dividends;
  - iii. change in capital structure;
  - iv. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
  - v. changes in key managerial personnel; and
  - vi. material events in accordance with the Listing Agreement

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

## **2. APPLICABILITY**

This Code shall be applicable to all the Directors/ Officers/ Designated employees, present and future.

## **3. POWERS, DUTIES AND RESPONSIBILITIES OF THE COMPLIANCE OFFICER**

- (a) The Compliance Officer shall make best endeavors to ensure compliance with, and effective implementation of, the Regulations and the Code by Specified Persons.
- (b) The Compliance Officer shall report on insider trading to the Board and in particular, shall provide report to the Chairman of the Audit Committee or to the Chairman of the Board, at such frequency, as may be stipulated by the Board. Further, the Compliance Officer shall, at all times, abide by any directions and instructions that may be issued by the Board.

(c) The Compliance Officer shall be responsible for:

- i. setting forth policies in consultation with the Chairman/ Managing Director;
  - ii. prescribing procedures in connection with the Code;
  - iii. monitoring adherence to the rules specified in the Code for the preservation of Unpublished Price Sensitive Information;
  - iv. pre-clearing approvals, either directly or through heads of various departments as decided by the Board, to dealings in the Company's Securities by the Designated Persons and Dependent and monitoring of such dealings;
  - v. implementation of this Code under the overall supervision of the Board.
- (d) The Compliance Officer shall maintain a record of all the Designated Persons and also changes to the list from time to time.
- (e) The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be responsible for the approval and monitoring the implementation of Trading Plans. The Compliance Officer shall also be responsible for notifying the Trading Plans to the stock exchanges on which Securities are listed.
- (f) The Compliance Officer shall assist all employees in addressing any clarifications regarding the Regulations and this Code.
- (g) The Compliance Officer shall confidentially maintain a list of such securities as a "restricted list" which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.

#### **4. RESPONSIBILITIES OF DESIGNATED PERSONS AND CONNECTED PERSONS**

- (a) **Preservation of Unpublished Price Sensitive Information:** The Designated Persons and Connected Persons shall maintain confidentiality of all Unpublished Price Sensitive Information and no insider shall communicate, provide, or allow access to any Unpublished Price Sensitive Information relating to the Company, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or
- not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

However, the Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

- (b) **Need to know:** Designated Persons and Connected Persons, who are reasonably expected to have access to Unpublished Price Sensitive Information or who have received or have had access to such information, shall handle the same on a "need to know" basis. Unpublished Price Sensitive Information shall be disclosed only to those persons within the Company who need such information in furtherance of his / her legitimate purposes, performance of duties or discharge of legal obligations.

(c) **Limited access to confidential information:** Designated Persons and Connected Persons, who are reasonably expected to have access to Unpublished Price Sensitive Information or who have received or have had access to such information, shall ensure that :

- i. files containing Unpublished Price Sensitive Information are kept secure;
- ii. computer files have adequate security of login through a password; and
- iii. follow the guidelines for maintenance of electronic records and systems as prescribed within the Company from time to time in consultation with the person in charge of the information technology function.

## **5. RESTRICTIONS ON DESIGNATED PERSONS & CONNECTED PERSONS**

(a) No Designated Person and Connected Person shall:

- i. either on his own behalf, or on behalf of any other person, trade in securities that are listed on a stock exchange when in possession of any Unpublished Price Sensitive Information unless made in accordance with the Trading Plan as enumerated in this Code;
- ii. advise any person to trade in the Securities while being in possession, control or knowledge of Unpublished Price Sensitive Information. For avoidance of any doubt it is clarified that "advice" shall mean to include recommendations, communications or counseling.

(b) Each Designated Person and Connected Person shall ensure that their respective wealth managers, portfolio managers or similar persons do not trade in the Securities of the Company on behalf of any Designated Person or Connected Person, unless such Designated Person or Connected Person is permitted to trade in the Securities of the Company in accordance with this Code.

However, the insider may prove his innocence by demonstrating the circumstances including the following:

- i. The transaction is a off-market inter-se retransfer between the promoters who were in possession of such unpublished price sensitive information when they took the decision to trade;
- ii. In the case of non-individual insiders: -
  - a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and
  - b) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
- iii. the trades were pursuant to a trading plan.

In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the Board.

The Board may specify such standards and requirements, from time to time, as it may deem necessary for the purpose of these regulations.

## **6. CHINESE WALLS:**

(a) Additionally, while dealing with or handling Unpublished Price Sensitive Information within the Company, the Company shall put in place policies and procedures (hereinafter referred as Chinese Walls) to manage confidential information and prevent the inadvertent spread and misuse of

Unpublished Price Sensitive Information, or the appearance thereof. Chinese Walls are designed to curb on passing of UPSI (Unpublished Price Sensitive Information).

- (b) Chinese Walls shall be used to separate areas that have access to Unpublished Price Sensitive Information ("Insider Areas") from those who do not have such access ("Public Areas") within the Company.
- (c) Where Chinese Walls arrangements are in place Designated Persons working within an Insider Area are prohibited from communicating any confidential or Unpublished Price Sensitive Information to anyone in Public Areas without the prior approval of the Compliance Officer.
- (d) Designated Persons within a Chinese Walls have a responsibility to ensure the Chinese Walls is not breached deliberately or inadvertently. Known or suspected breaches of the Chinese Walls must be referred to the Compliance Officer immediately.
- (e) A Designated Person may cross the Chinese Walls to enter the Insider Areas only with the prior approval of the Compliance Officer, and would be subject to all restrictions that apply to such areas.
- (f) The establishment of Chinese Walls does not mean or imply that Unpublished Price Sensitive Information can circulate freely within Insider Areas.

## **7. TRADING WINDOW**

- (a) The trading period, i.e. the trading period of the stock exchanges, called 'trading window', is available for trading in the Company's securities.
- (b) The trading window shall be closed 7 days prior to UPSI is unpublished.
- (c) During closure of trading window, Designated Persons shall not trade in the securities of the Company.
- (d) After taking into account various factors including UPSI (Unpublished price sensitive information) in question becoming generally available and being capable of assimilation by the market, the Compliance Officer shall determine timing of re-opening of the trading window however in any event it shall be **forty-eight** hours (2 days) after the information becomes generally available.
- (e) The trading window shall also be applicable to any person having contractual or fiduciary relation with the company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.
- (f) All directors/officers/designated employees of the company shall conduct all their dealings in the securities of the Company only when the trading window is open 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 or during any other period as may be specified by the Company from time to time.

## **8. PRE-CLEARANCE OF TRADES**

- (a) **Applicability:** Every Designated Person (including the Dependent) who intends to Trade in the Securities of the Company of a consideration price exceeding Rs. 5 Lakh or 1% of the paid up share capital of the Company or 50,000 shares whichever is less for the Securities of the Company should obtain a prior approval for the transactions as per the procedure described hereunder. This is a mandatory requirement even when the Trading Window is open. A Designated Person shall apply for pre-clearance only if he/she or his Dependent intends to trade beyond the threshold limits mentioned above. The compliance officer is authorized to change the aforesaid limit from time to time.
- (b) Designated Person who proposes to execute trade in Securities of the Company shall submit an application duly filled and signed to the Compliance Officer. The format of application is annexed as **Annexure "1"**

- (c) Prior to approving any trades, the Compliance Officer shall seek declarations to the effect that the applicant for pre-clearance is not in possession of any UPSI (Unpublished price sensitive information). He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

The Compliance Officer shall convey his decision to the Designated Person within 7 Trading Days of receipt of the application. If the Compliance Officer does not respond within 7 Trading days, it shall be deemed to be a rejection of the application.

- (d) The Compliance Officer shall confidentially maintain a list of such securities as a "restricted list" which shall be used as the basis for approving or rejecting applications for preclearance of trades.
- (e) Every such approval shall be issued in the form specified in **Annexure "2"** hereto. Every approval shall be dated and shall be valid for a period of 7 days from the date of approval.
- (f) Designated Person shall execute pre-cleared trade within seven trading days from approval of pre-clearance trade and shall report his trade details to Compliance Officer in **Annexure "3"** within 2 trading days from the trade. In case non-trading, Designated Person shall report his decision of non-trading along with reasons to Compliance Officer in **Annexure "3"**
- (g) In case of failure in executing trade within seven trading days, Designated Person shall be required to take fresh pre-clearance for the trades to be executed in **Annexure "1"**
- (h) All Designated persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction or contra trade i.e. sell or buy any number of shares during the next six months following the prior transaction. All Specified Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

In 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.

- (i) The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.
- (j) In the event of absence of the Compliance Officer, the Board may delegate performance of the duties and responsibilities referred to in this paragraph to any head of department of the Company.

## **9. TRADING PLAN**

- (a) Designated Persons and Connected Persons shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure, pursuant to which trades may be carried out in accordance with such plan.
- (b) The trading plan shall:
- i. not entail commencement of **trading on behalf of the insider earlier than six (6) months** from the public disclosure of the plan;
  - ii. not entail trading for the period between **the twentieth(20) trading 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 the disclosure of such financial results;
  - iii. entail trading for a period of **not less than twelve(12) months**;

- iv. not entail overlap of any period for which another trading plan is already in existence;
  - v. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
  - vi. not entail trading in securities for market abuse.
- (c) The Compliance Officer upon receipt of such trading plan shall consider and review the same to assess whether the plan would have any potential for violation of the Regulations. The Compliance Officer shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the trading plan.
- (d) The Compliance officer will endeavor to approve the trading plan within seven (7) working days of receipt of the trading plan together with necessary undertakings and declarations.
- (e) The trading plan once approved shall be irrevocable and the Insider 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.
- (f) The implementation of the trading plan shall not be commenced if any Unpublished Price Sensitive Information in possession of the Designated Person/ Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such an event, the Compliance Officer shall confirm that the commencement ought to be deferred until such Unpublished Price Sensitive Information becomes generally available information so as to avoid violation of the Regulations.
- (g) Upon approval of the trading plan, the Compliance Officer shall notify it to the stock exchanges on which the Securities of the Company are listed.

#### **10.DISCLOSURE OF INTEREST AND DECLARATION BY DESIGNATED PERSONS / CONNECTED PERSONS**

The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

- 1) The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.
- 2) The disclosures made under this Code shall be maintained for a period of minimum five years

##### **(a)Initial Disclosure**

Every Promoter, Director, key managerial personnel/ Director / Officers / Designated Employees and all Designated Persons shall disclose his / her holding of Securities of the Company as on 15th May 2015, within thirty (30) days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members thereafter as per **Form "A"**.

Every person on appointment as a Director or KMP or a director of the Company or upon becoming a Promoter shall disclose his / her holding of securities of the Company as on the date of appointment or becoming a Promoter to the Company within seven (7) days of such appointment or becoming a Promoter as per **Form "B"**.

##### **(b)Continual Disclosure**

Every promoter, director and Designated Person of the Company shall disclose to the Company the number of such Securities acquired or disposed off by himself alongwith the dependent family members

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. 10,00,000 (Rupees Ten Lakhs) **Form "C"** as enclosed.

The disclosure shall be made within 2 trading days of:

- the receipt of intimation of allotment of shares, or
- the acquisition or sale of shares or voting rights, as the case may be.

### **(c) Disclosures by other Connected Persons**

The Company may, at its discretion require any other Connected Person or class of Connected Persons to make disclosures of holdings and trading in securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with the Regulations as per **Form "D"**.

### **(d) Disclosure by Company to Stock Exchanges**

The Compliance Officer shall notify the particulars of such trading in Securities of the Company to all the stock exchanges on which the Company is listed, within 2 Trading Days of receipt of the disclosure or from becoming aware of such information or information received.

The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

## **11. PENALTY FOR CONTRAVENTION**

- Every Designated Person shall comply with, and cause his Dependant to comply with, the provisions of this Code. (Including to the extent of provision hereof are applicable to his /her dependents).
- A Designated Person who violates this Code shall, in addition to any other action that may be taken by the Company under law, be subject to appropriate sanctions and disciplinary action by the Company, which may include freezing of wages / salary, suspension and termination of employment.
- The action taken by the Company against any Designated Person pursuant to subparagraph above shall not preclude SEBI from taking any action for violation of this Code.
- In case it is observed by the Compliance Officer that there has been a violation of this Code by any Designated Person, the Compliance Officer shall forthwith inform the Board about the violation. The Compliance Officer shall also simultaneously inform SEBI about such violation.

## **12. CLARIFICATIONS**

For any queries concerning this Code, the Designated Persons may contact the Compliance Officer.

## **13. DISCLAIMER**

The Code is the internal policy of the Company to prevent Designated Persons and Connected Persons who are considered by the Company to be Insiders for the purposes of this Code and the Regulations, for prevention of insider trading. It is however the responsibility of each Designated Person and Connected Person to ensure compliance with the provisions of this Code or the 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 this Code and the Regulations or other related laws.

For Shri Kalyan Holdings Limited

  
Authorised Signatory/Director

## **CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

[Under Regulation 8 of the Regulations]

### **1. Prompt Public Disclosure of Unpublished Price Sensitive Information**

Unpublished Price Sensitive Information shall be disclosed to the Stock Exchanges and disseminated promptly on a continuous basis as soon as credible and concrete information comes into being in order to make such information generally available.

### **2. Uniform and Universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure**

The price sensitive information shall be disseminated uniformly and universally to all stakeholders through Stock Exchange and/ or by posting the same on official website of the Company i.e. **www.shrikalyan.com**. The Company shall use its best endeavours to avoid selective disclosure of price sensitive information.

### **3. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information**

The Board of Directors of the Company has designated **Mr. Jinendra Kumar Jain, Executive Director** as the "Chief Investors Relation Officer" (CIRO) to oversee the dissemination of information and disclosure of unpublished price sensitive information.

### **4. Prompt Dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available**

In case, information gets disclosed selectively or inadvertently or otherwise, endeavour shall be made, to make generally available the above information through dissemination of the same to Stock Exchanges and/or by posting the same on the official website of the Company as soon as practicable.

### **5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.**

The CIRO shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the suitable statement/s in this regard.

All the requests/queries received shall be documented and as far as practicable, the CIRO shall request for such queries/requests in writing.

### **6. The Company shall ensure that the information shared with analysts and research personnel is not published price sensitive information.**

### **7. Disclosure/dissemination of Unpublished Price Sensitive Information with special reference to Analysts, Institutional Investors**

The following guidelines will be followed whilst dealing with analysts, brokers, and Institutional Investors:-

- (i) Only such information which is in public domain shall be provided;
- (ii) At least two representatives of the Company shall be present at the meetings with Analysts, Brokers or Institutional Investors;
- (iii) Unanticipated questions may be taken on notice and a considered response may be given later. No price sensitive information shall be shared unless a public announcement in regard to the same has been made;

(iv) Where a meeting has been held with the Analysts, Institutional Investors, the Company shall either make a press release or post relevant information on its website immediately after such meet.

8. **The Company shall handle all unpublished price sensitive information on a need to know basis** i.e. Unpublished Price Sensitive Information shall be disclosed only to those within the Company who need the information to discharge their official duties or discharge of legal obligations.

**The Company will also promptly intimate any amendment to this code to the Stock Exchanges where the Company's Securities are listed, as required under the Insider Trading Regulations.**

For Shri Kalyan Holding Limited

  
Authorized Signatory/Director

**Annexure "1"**

**Application cum Undertaking for Pre-clearance**

To,  
The Compliance Officer,  
Shri Kalyan Holdings Limited,  
Mumbai

Date: \_\_\_\_\_

**Sub: Application for Pre-dealing in securities of the Company**

Dear Sir/Madam,

With reference to the Code of Practices Procedure and Conduct to Regulate, Monitor and Report Trading by Insiders, I \_\_\_\_\_, \_\_\_\_\_ (Designation & Dept.) of the Company, would like to purchase / sale \_\_\_\_\_ equity shares of the Company as per details given below:

Sr. No.	Particulars	
1	No. of Securities held as on application date	
2	DP & Client ID / Folio No.	
3	No./Value of Securities to be purchased / sold	
4	Name of person who proposed to trade	

I hereby declare that I am not in possession of any UPSI.

In the event that I have access to or received any UPSI, after the signing of this application but before executing trade for which approval is sought, I shall inform the Compliance Officer about the same and shall completely refrain from dealing in the Securities until such UPSI becomes publicly available. Thereafter I will submit fresh application for executing a trade.

I also hereby declare that I have not contravened any provision of the Code of Conduct.

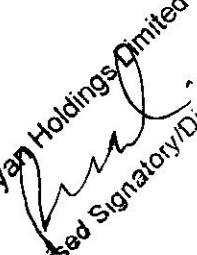
Further, I undertake to submit report on trade within 2 days from date of execution of trade or submit a 'Nil' report if no trade was executed.

After approval, I shall execute a trade within 7 trading days from of the receipt of approval trade failing which I shall seek pre-clearance again.

Yours faithfully,

Signature: \_\_\_\_\_

(Name of Designated Person)

  
For Shri Kalyan Holdings Limited  
Authorized Signatory/Director

**Annexure "2"**

**Approval / Rejection of Pre- Clearance  
(On letter head of the Company)**

To,  
Name:  
Designation:

Date: \_\_\_\_\_

Dear Sir / Madam,

With reference to your Application cum Undertaking for Pre-clearance dated \_\_\_\_\_, we would like to inform you that your application to purchase / sale \_\_\_\_\_ equity shares of the Company is hereby approved / rejected. Now, you can execute your trade within 7 trading days i.e. \_\_\_\_\_. Further, you are required to submit a report your trade details within two trading days from trade. Or In case, no trade was executed, you are required to submit a 'Nil' report.

In case, you do not execute a trade before \_\_\_\_\_, you shall submit a fresh preclearance application before executing any transaction in the Securities of the Company.

Thanking you,  
Yours faithfully,

For Shri Kalyan Holdings Limited

**Compliance Officer**

For Shri Kalyan Holdings Limited  
Authorised Signatory Director

**Annexure "3"**

**Reporting of Trade / Transaction**

To,  
The Compliance Officer,  
Shri Kalyan Holdings Limited,  
Mumbai

Date: \_\_\_\_\_

Dear Sir / Madam,

According to approval of pre-clearance dated \_\_\_\_\_, I have executed a trade / transaction on \_\_\_\_\_ (date). The detail of said trade / transaction is as under:

Name of holder	DP ID & Client ID / Folio No.	No. of Securities purchased / sold	Average Gross Price per Securities (in Rs.)

Further, I enclose herewith copy of Contract Note for your ready reference.

I declare that the above information is correct and that no provision of the Code of Conduct has been violated while executing aforesaid trade / transaction.

I also declare that I have complied with the requirements of minimum period of 6 months for entering into an opposite transactions in respect of said Securities.

Or

According to approval of pre-clearance dated \_\_\_\_\_, I have not executed a trade / transaction due to \_\_\_\_\_ (reason of non-trading).

I will take fresh pre-clearance for trades as and when I propose to trade in Securities of the Company.

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Designation: \_\_\_\_\_

For Shri Kalyan Holdings Limited  
*[Signature]*  
Secretary/Director

# FORM A

## Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (a) read with Regulation 6 (2)]

Name of the company: \_\_\_\_\_  
 Address of the company: \_\_\_\_\_

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Sl. No.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1			3	4	5		6	7

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Name:

Designation:

For Shri Kalyan Maheshwari Limited

Authorised Signatory

# FORM B

## Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6(2)]

Name of the company: \_\_\_\_\_

Address of the company: \_\_\_\_\_

**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other persons as mentioned in Regulation 6(2).**

1 Sl. No., PAN No., CIN/DIN & Address with contact nos.	2 Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc.)	3 Date of appointment of Director /KMP OR Date of becoming Promoter	4 Securities held at the time of becoming Promoter/appointment of Director/KMP		5 % of Shareholding	6 Open Interest of the Future contracts held at the time of becoming Promoter/appointme nt of Director/KMP		7 Open Interest of the Option Contracts held at the time of becoming Promoter/appointme nt of Director/KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	5	6	6	7	7

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

For:

By:

For Shri Kalyan Holdings Limited

Authorised Signatory/Director

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# FORM C

## Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (2) read with Regulation 6(2)]

Name of the company: \_\_\_\_\_

Address of the company: \_\_\_\_\_

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Sl. No., DIN, Address of promoter/ employee / director or other person	Category of Person (Promoter/ Director/ KMP / immediate relative/ others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed	% of shareholding	Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation in to company	Mode of acquisition (market purchase/public rights/ preferential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed				
		Type of security (For eg. -- Shares, Warrants, Convertible Debt etc.)	No.	Type of security (For eg. -- Shares, Warrants, Convertible Debt etc.)	No.	Pre transa ction	Post transa ction			From	To	Buy	Sell		Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17		

“Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

For:

By:

For Shri Kalyan Holdings Limited

Authorised Signatory/Director

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**Form D (Indicative format)**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**

**Regulation 7(3) – Transactions by Other connected persons as identified by the company**

Sl. No., DIN Address	Connection with (company)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/pub lic/ rights/ preferential offer / off market/ Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed		
		Type of security (For eg. – Shares, Warrants, Convertible Debt etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debt etc.)	No.	Pre transa ction	Post transa ction	From	To			Buy	Sell	Value	Number of units (contrac ts * lot size)		Value	Number of units (contracts * lot size)
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17		

"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

For Shri Kalyan Holdings Limited

Authorized Signatory/Director

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