

# S R INDUSTRIES LIMITED

Code of Internal Procedure and Conduct for  
Regulating, Monitoring and Reporting of Trading by  
Insiders as per Security Exchange Board of India  
(Prohibition of Insider Trading) Regulation, 2015

# **CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY INSIDERS**

## **Preamble**

In terms of Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 of the Regulations requires that Board of Directors of every listed company shall ensure that CEO/MD formulates a code of conduct

The Committee is constituted to monitor and oversee the Company's adherence to the insider trading regulations, formulate and implement the Code of Conduct for insider trading, and ensure fair disclosure of unpublished price sensitive information to prevent insider trading.

In fulfilling its responsibilities, the Committee will adhere to the highest standards of integrity, ethics, and professionalism, and will operate in accordance with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, and other applicable laws and regulations.

## **Obligations**

To achieve the objectives of this Code, the Company hereby notifies that this code of conduct shall be followed by all promoters, directors, key managerial personnel, employees, connected persons and designated persons along with their immediate relatives.

The Company endeavours to preserve the confidentiality of un-published price sensitive information 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 promoter, director, key managerial personnel, employee of the Company, any connected person and designated persons along with their immediate relatives has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the company. No such person may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

## **Definitions**

- a. **'Act'** means the Securities and Exchange Board of India Act, 1992 (15 of 1992);
- b. **'Associate Company'** means a company in which the Company has a significant influence, but which is not a subsidiary company of the Company having such influence and includes a joint venture company.
- c. **'Board'** means the Securities and Exchange Board of India;
- d. **'Board of Directors'** means the Board of Directors of the SR Industries Limited;
- e. **"Code" or "Code of Conduct"** shall mean the Code of Conduct to Regulate, Monitor and Report Trading by designated persons and immediate relatives of designated persons of SR Industries Limited, as amended from time to time;
- f. **'Company'** means SR Industries Limited;

- g. ‘Compliance Officer’** means any senior officer, designated so and reporting to the Board of Directors or Head of the organization in case Board is not there, 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 listed company or the head of an organization, as the case may be;
- h. ‘Contra Trade’** means a trade or transaction which involves buying or selling any number of shares of the Bank and within 6 months trading or transacting an opposite transaction involving sell or buy following the earlier transaction.
- i. ‘Connected Persons’** means –
- (i) any person who is or has during the six months prior to the concerned act been associated with a 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, 2013; or
    - (h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or (h) a banker of the company; or
    - (i) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten percent of the holding or interest

Explanation - Professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising listed companies shall be collectively referred to as fiduciaries for the purpose of these regulations

- j. ‘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;
- k. ‘Designated Persons’** shall mean:
- i. Every Promoter of the Company;
  - ii. Every Director of the Company;
  - iii. Executive Assistant / Secretaries to Executive Directors;
  - vi. Whole Time Director and Employees up to two level below Whole-time Director of the Company and its material subsidiary(ies);
  - v. CFOs & CEOs and CSs of the Holding Company, Subsidiary Company and Associate Company\* and Joint Venture;
  - vi. Every employee in the Corporate Secretarial, Administration, Marketing, Taxation, Accounts, IT & Legal department irrespective of their role, designation etc.; vii. Any other employee/person as may be determined by the Board from time to time in consultation with the management of the Company considering the objectives of the Code; and
  - viii. Immediate Relatives of all above persons.
- l. “Director”** means the Director as defined under the Companies Act, 2013.
- m. “Employee”** means every employee of the Company whether permanent or contractual basis including the Directors in the employment of the Company.
- n. “Financial Literate”** means a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account and statement of cash flows.
- o. ‘Generally available information’** means information that is accessible to the public on a non-discriminatory basis
- p. ‘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;
- Note: if spouse is financially independent and doesn’t consult an insider while taking trading decisions, the spouse won’t be exempted from the definition of immediate relative. A spouse is presumed to be an “immediate relative”, unless rebutted so.
- q. ‘Insider Trading’** When insiders use unpublished price sensitive information to arrive at securities trading (including buying as well as selling) decisions, the action is referred to as insider trading;
- r. ‘Insider’** means any person who is:
- i) a connected person; or
  - ii) in possession of or having access to unpublished price sensitive information;
- s. ‘Promoter’** shall have the meaning assigned to it under Regulation 2(za) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- t. ‘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;

- u. **‘Regulations’** mean SEBI (Prohibition of Insider Trading) Regulations, 2015;
- v. **‘Securities’** shall have the meaning assigned to it under Section 2(h) of the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
- w. **“Sensitive Transactions”** shall mean any proposed / ongoing transaction or activity of and relating to the Company (including its Subsidiary, Holding & Associate Companies) and/or its securities, directly or indirectly, information of which is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the transaction(s) and/or events as mentioned in the definition of UPSI of this Code.
- x. **‘Takeover Regulations’** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- y. **‘Trading’** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- z. **“Trading day”** means a day on which the recognized stock exchanges are open for trading;
- aa. **"Unpublished price sensitive information"** means any information, relating to a 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, delistings, disposals and expansion of business and such other transactions;
  - (v) changes in key managerial personnel.

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, 2013 (18 of 2013) and rules and regulations made there under shall have the meanings respectively assigned to them in those legislations.

### **Compliance officer**

The Compliance Officer who shall administer the code of conduct and other requirements under these regulations, subject to guidance of the Chairman/MD and the Board of Directors.

The Compliance Officer shall report to the Board of Directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors, but not less than once in a year.

### **Responsibility of Managing Director and Chief Financial Officer**

The Managing Director/Chief Executive Officer of the Company shall formulate/amend this Code with the approval of the Board of Directors of the Company to regulate, monitor and report trading by its designated persons and their Immediate relatives towards achieving compliance with SEBI (Prohibition on Insider Trading) Regulations, 2015 (“PIT Regulations”), adopting the minimum standards set out in

Schedule B of PIT Regulations, as may be amended from time to time, without diluting the provisions of its regulations in any manner.

### **Determination of Designated persons**

The Board of Directors shall in consultation with the Compliance Officer of the Company, shall determine the list of designated persons on the basis of their role and function in the organization and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation, who shall be covered by this Code.

### **Applicability of this Code**

This Code is applicable to the promoters, member of the promoter group, directors, Key Managerial Person, designated persons as may be specified by the Board of Directors and immediate relatives of such designated persons.

### **Preservation of “Unpublished Price Sensitive Information”**

All information shall be handled within the organization on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

### **Need to Know**

Unpublished Price Sensitive Information is to be handled on a "need to know" basis, i.e., Unpublished Price Sensitive Information should be disclosed 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 information.

### **Limited access to confidential Information**

Files containing confidential information shall be kept secured. Computer files must 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.

### **Restrictions on communication and trading by Insiders**

- (i) No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (ii) No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (iii) Notwithstanding anything contained in this regulation, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would: –
  - (a) entail 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;
  - (b) not attract 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.

- (c) For purposes of the above sub-clause (iii), the board of directors shall require the parties to execute agreements / Memorandum of Understanding to ensure confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of sub-clause (iii), and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

### **Trading in possession of Unpublished Price sensitive information**

(i) No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information:

Explanation –When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

Provided that the insider may prove his innocence by demonstrating the circumstances including the following: –

- (a) the transaction is an off-market inter-se transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of Regulation 3(3) of SEBI (Prohibition of Insider Trading) Regulations, 2015 and both parties had made a conscious and informed trade decision;

Provided further that such off-market trades shall be reported by the insiders to the company within two working days. Every company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

- (b) the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of Regulation 3 of SEBI (Prohibition of Insider Trading) Regulations, 2015 and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained by either person under Regulation 3 (3) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

- (c) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- (d) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- (e) in the case of non-individual insiders: –
- 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
  - 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;

- (f) the trades were pursuant to a trading plan set up in accordance with Clause 9 of this Code.
- (g) 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.

### **Trading lan**

- (i) An Insider shall be entitled to formulate a Trading Plan for dealing in securities of the Company, by him or his immediate relatives, and present it to the Compliance Officer for approval and Public Disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
- (ii) Such trading plan shall: –
  - a) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
  - b) not entail trading for the period between the twentieth 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;
  - c) entail trading for a period of not less than twelve months;
  - d) not entail overlap of any period for which another trading plan is already in existence; e) 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
  - f) not entail trading in securities for market abuse.
- (iii) 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 entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

- (iv) 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.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the 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 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 a violation of Regulation 4(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015..

- (v) Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

## **6 TRADING RESTRICTIONS**

All directors, key managerial personnel and designated persons of the Company and immediate relatives of designated persons shall be subject to trading restrictions as enumerated below: -

### **Trading Window**

The period prior to declaration of unpublished price sensitive information is particularly sensitive for transactions in the Company's securities. This sensitivity is due to the fact that the Directors, Key Managerial Personnel and Designated Persons will, during that period, often possess unpublished price sensitive information.

During such sensitive times, the Directors, Key Managerial Personnel and Designated Persons of the Company and their immediate relatives will have to forego the opportunity of trading in the Company's securities.

The Directors, Key Managerial Personnel and Designated Persons of the Company and their immediate relatives shall not deal in the securities of the Company when the trading window is closed. The period during which the trading window is closed shall be termed as prohibited period.

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

- i. The trading window shall be, inter alia, closed at the time of: -
  - (a) Declaration of Financial results (quarterly, half-yearly and annual)
  - (b) Declaration of dividends (interim and final)
  - (c) Issue of securities by way of public/ rights/bonus, etc.
  - (d) Any major expansion plans or execution of new projects
  - (e) Amalgamation, mergers, takeovers and buy-back
  - (f) Disposal of whole or substantially whole of the undertaking
  - (g) Any changes in policies, plans or operations of the Company disruption of operations due to natural calamities;
  - (h) Commencement of any new commercial operations where the contribution therefrom is likely to exceed 5% of the total turnover of the Company during that financial year;
  - (i) Developments with respect to changes in pricing / realisation on services arising out of changes in government policy;
  - (j) Litigation / dispute with a material impact;

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

(l) 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;

- ii. The Compliance Officer shall also close the trading window when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.
- iii. The trading window shall be opened 48 (Forty Eight) hours after the unpublished price sensitive information becomes generally available.
- iv. Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results.

The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

- v. In case any director or employee has to be allotted securities in terms of ESOP/ESPS of the Company, there shall be no restriction on allotment of securities even during the Trading Window closure period. However, the employee shall not be permitted to dispose of the securities during the Trading Window closure period.

#### **Pre-Clearance of Trades**

- i. All Directors, Key Managerial Personnel and Designated Persons of the Company who intend to deal in the securities of the Company during the period when the trading window is open, in excess of 10000 equity shares in number shall pre-clear the transactions as per the pre-dealing procedure as described hereunder.
- ii. An application for pre-clearance of trade may be made in “Form 1” to the Compliance Officer and an undertaking to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information is to be provided in “Form 2”.
- iii. No designated person shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed.
- iv. The Compliance Officer may grant the pre-clearance in Form 3 after –
  - (a) seeking such information as may be necessary from the applicant;
  - (b) confirming the accuracy of declaration submitted by applicant that he is not in the possession of unpublished price sensitive information;
  - (c) confirming that the applicant has not done any prior contra trade within the period of six months;
  - (d) confirming that the securities for which pre-clearance has been sought is not covered under the restricted list;
- v. The Compliance Officer shall grant approval within 2 days from the date of acknowledgement.

- vi. The Compliance Officer shall retain copies of all applications and acknowledgements.
- vii. 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.
- viii. If so requested by the Compliance Officer, Director, Officer, Designated Person must ensure that his stockbroker is authorized to disclose to the Company all matters relevant to his share dealings.
- ix. The pre-clearance shall be valid for a period of seven trading days and within which trades that have been pre-cleared have to be executed by the designated person, failing which fresh pre-clearance would be needed for the trades to be executed.
- x. Designated Person shall inform the Compliance Officer in “Form 4” of execution of trade for which pre-clearance was sought within 2 trading days from the execution of trade.
- xi. In case the Designated Person decides not to execute the trade after securing preclearance, he/she shall inform the Compliance Officer of such decision along with reasons thereof immediately in “Form 4”.
- xii. Prohibition on Contra Trade within six months: The designated person who is permitted to trade shall not execute a contra trade within a period of six months following the prior transactions unless permission in this regard has been obtained from Compliance Officer in “Form-5”. The compliance officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing in this regard provided that such relaxation does not violate these regulations. An application for the same shall be made to the Compliance Officer in “Form 6”. Should a 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 Board for credit to the Investor Protection and Education Fund administered by the Board under the Act. Provided that this shall not be applicable for trades pursuant to exercise of stock options.

### **Reporting requirement for transactions in securities**

#### **Initial disclosures**

- i.* Every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the company

#### **Continual disclosures**

- i.* Every promoter, member of the promoter group, designated person and director of the Company shall disclose to the company the number of such securities acquired or disposed of 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 ten lakh rupees or such other value as may be specified by the Board from time to time.

- ii. The Company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

Explanation — It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-clause, shall be made when the transactions effected after the prior disclosure cross the threshold specified in sub-clause (i) of clause 9.2.

- iii. Disclosures by other connected person: 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 these Regulations.

Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:

- (a) immediate relatives
- (b) persons with whom such designated person(s) shares a material financial relationship
- (c) Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one-time basis.

**Explanation** – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

### **Records of disclosures received by the company**

The Compliance officer shall maintain records of all the disclosures, declarations in the appropriate form given by the Promoters, Directors, Key Managerial Personnel, Designated Persons for a minimum period of five years.

The Compliance officer shall place before the Chairman / Managing Director, all the details of the dealing in the securities by the Promoters, Directors, Key Managerial Personnel, Designated Persons of the company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this code, upon the receipt of the same.

### **Penalty and for-NOM-Compliance**

Any insider who trades in securities in contravention of the provisions of this Code or the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 shall be guilty of insider trading and shall be inter-alia liable for punishment and penalty as mentioned in this Code and the Securities & Exchange Board of India Act, 1992, as mentioned below.

### **Penalty for Non-Compliance with the Code of Conduct**

Any Designated Person and any other person considered as an Insider who deals in securities or communicates any price sensitive information, in violation / contravention of the Code may be penalized by the Company. The Company may take appropriate disciplinary action including wage freeze, suspension, ineligibility for future participation in employee stock option plans, promotion process, imposition of penalty etc. Any amount collected under this clause shall be remitted to the Investor Protection and Education Fund of SEBI.

### **Whistle Blower Policy**

The Company has a whistle-blower policy and has made employees aware of such policy to enable employees to report instances of leak of unpublished price sensitive information. The policy is also available on the website of the Company.

### **Information to the Audit Committee of the Board**

The Audit Committee shall review compliance with the provisions of PIT regulations & this Code of Conduct at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

### **Information to Stock Exchange and SEBI in case of Non-compliance**

The Company / Compliance Officer shall promptly inform all violations of Regulations observed by them to Stock Exchanges where the shares of the Company are traded and also to SEBI, in such form and manner as may be specified by the SEBI from time to time.

### **Other Disclosures**

This code and any amendments thereto shall be made available on the website of the Company.

The Compliance Officer shall make all required disclosures to stock exchanges within the stipulated time as required in this Code.

### **Modification (s) / Amentments (S))**

Subsequent modification(s) / amendment (s) to SEBI (Prohibition of Insider Trading) Regulations, 2015 shall automatically apply to this Code.

**FORM 1**  
**APPLICATION FOR PRE-CLEARANCE OF TRADE**

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

To,  
The Compliance Officer  
SR Industries Limited  
Address

Dear Sir/Madam,

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct for Prohibition of Trading by Insiders of the Company, I seek your approval to subscribe to/ purchase / sale / deal as an agent / principal in securities of the Company in my name or on behalf of my immediate relatives as per the details given below:

Name of Director / Designated Employee	
PAN/ EMP CODE etc	
Department	
Name of Relative & Relationship (if transaction on behalf of immediate relatives)	Name: _____ Relation: _____
Nature of Transaction (Buy / Sell / Subscribe)	
Type of Security	
No. of Securities	
Market Price	
Name of the Proposed Buyer/Seller (for off-market trade)	
Date by which trade is proposed to be executed	
Folio No./DP ID & Client ID No. along with the name of Depository	
Present Holding (No. of Securities)	

I enclose herewith the Declaration in Form-2 duly signed by me. I request you to kindly preclear the above transaction

Yours faithfully  
(Signature)

**For Office Use only**

Form received on:  
Verified on:  
Verified by:  
Officer

Signature of Verifying

**Approved / Declined  
Compliance Officer**

**FORM - 2**  
**UNDERTAKING TO BE SUBMITTED ALONG WITH APPLICATION FOR PRE-CLEARANCE**

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

To,  
The Compliance Officer  
SR Industries Limited  
Address

Dear Sir/Madam,

I, \_\_\_\_\_ a Director / Designated Employee of the Company in relation to my application dated \_\_\_\_\_ for pre-clearance of the trade hereby declare & undertake that:

- a. I have no access to nor I am in possession of any unpublished price sensitive information at the time of signing this undertaking.
- b. In the event that I have in case, I get access to or receive any "Price Sensitive Information" after signing this undertaking but before the execution of the transaction for which approval is sought, I shall inform the Compliance Officer of the same in writing and shall completely refrain from trading in securities of the Company until such information is made public.
- c. I have not contravened the Company's Code of Conduct for Prohibition of Trading by Insiders and Code for Fair Disclosure of Unpublished Price Sensitive Information.
- d. In case the no of shares traded exceeds 10000 shares or any such other value as may be specified, disclosures required under the Code of Conduct for Prohibition of Trading by Insiders will be immediately furnished by me.
- e. I hereby agree to indemnify and keep the Company and its Board indemnified from and against all and any penalties/fines that may be imposed on them by the SEBI and/or any other Statutory Authorities as a result of violation by me of the Regulation of the Codes prescribed by the Company.
- f. I hereby declare that I shall execute my order in respect of the securities for which preclearance is sought within one week after the approval is given. If the order is not executed within one week after the approval, I undertake to obtain fresh pre-clearance.
- g. I have not done any prior contra trade within the period of six months and shall not execute a contra trade for a period of 6 months from the date of current transaction.
- h. I have made full and true disclosure in the above matter.

Signature

**Form-3**  
**PRE-CLEARANCE ORDER**

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

To,  
The Compliance Officer  
SR Industries Limited  
Address

Dear Sir/Madam,

**Ref:** Your application dated \_\_\_\_\_ for pre-clearance of transaction for shares/securities of the Company in your name/in the name of \_\_\_\_\_.

With reference to your application seeking pre-clearance of your transaction in shares of the Company, we hereby accord our approval to the proposed transaction.

You may kindly note that pursuant to said Code of Conduct, the aforesaid transaction shall be executed within one week from the date of receipt of this approval letter, failing which, an application seeking pre-clearance to the proposed transaction together with undertaking in the prescribed format, shall be made afresh.

You may kindly note that pursuant to said Code of Conduct, the aforesaid transaction shall be executed within one week from the date of receipt of this approval letter, failing which, an application seeking pre-clearance to the proposed transaction together with undertaking in the prescribed format, shall be made afresh.

Thanking You  
Yours Faithfully  
For SR Industries Limited

Compliance Officer



**FORM -4**  
**CONFIRMATION OF EXECUTION OF TRADE**  
**INFORMATION REGARDING DECISION NOT TO EXECUTE THE DEAL**

From:

Name of Director/ Designated Employee	
PF No.	
PAN No.	
Department	
Location	

To  
Compliance Officer  
SR Industries Ltd.

Dear Sir/Madam, I hereby confirm that the execution of trade for which approval was granted on \_\_\_\_\_ was completed on \_\_\_\_\_. Details of the transactions are given in Form-8 attached with this letter.

**OR**

I like to inform you that due to the reasons mentioned here below, I will not be executing the trade for which pre-clearance was granted vide order no. \_\_\_\_\_ dated \_\_\_\_\_

---

(Strike out whichever is not applicable)

Place:  
Date:  
(Signature)

**Encl: Duly filled in and signed Form- 8**

**For Office Use only**

Form received on:

Verified on:

Compliance Officer:

**FORM-5**

**APPLICATION FOR SEEKING PERMISSION FOR CONTRA TRADE WITHIN 6 MONTHS**

From:

Name of Director/ Designated Employee	
PF No.	
PAN No.	
Department	
Location	

To  
Compliance Officer  
SR Industries Limited

Dear Sir/Madam,

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct for Prohibition of Trading by Insiders of the Company, approval to trade in \_\_\_\_\_ (Nature of Company's Securities) was given to me/my immediate relative \_\_\_\_\_ (Name of Relative) vide your order no. \_\_\_\_\_ dated \_\_\_\_\_.

I desire to deal in the said shares on account of \_\_\_\_\_ (give reasons) and request you to allow me to execute a contra trade of \_\_\_\_\_ (Nature & Number of securities).

Thanking You

(Name of the Applicant)

**For Office Use only**  
**Form received on:**  
**Verified on:**  
**Compliance Officer**

**FORM-6**  
**APPROVAL FOR EXECUTING CONTRA TRADE WITHIN 6 MONTHS**

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

Ref No.:

To,

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Dear Sir/Madam,

Ref: Your application dated \_\_\_\_\_ for seeking permission for contra trade

With reference to your application seeking approval for execution of contra trade within 6 months of transaction for which pre-clearance was given, we hereby accord our approval to the contra trade considering the reason mentioned by you as a special case.

You may kindly note that the aforesaid transaction shall be executed within one week from the date of receipt of this approval letter, failing which, an application seeking approval for contra trade shall be made afresh.

Yours Faithfully  
For SR Industries Limited

Compliance Officer

**FORM 7**  
**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7(1)(b) read with Regulation 6(2) – Disclosure**  
**on becoming a director/KMP/Promoter]**

Name of the company: SR Industries Limited

ISIN 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 such persons as mentioned in Regulation 6(2).**

Name, PAN, CIN/DIN & Address with contact nos	Category of Person (Promoters/ KMP / Directors/immediate relative to/others etc.)	Date of appointment of Director/KMP OR Date of becoming Promoter	Securities held at the time Of becoming Promoter/appointment of Director/KMP		% of Shareholding
			Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No.	
<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>6</b>
-	-	-	-	-	-

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

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
Contract specifications	Number of units (contracts* lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
<b>7</b>	<b>8</b>	<b>9</b>	<b>10</b>	<b>11</b>	<b>12</b>
-	-	-	-	-	-

**Note:** In case of Options, notional value shall be calculated based on premium plus strike price of options

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

Name:

DIN:

Designation:

Date:

Place:

**Form - 8**

**STATEMENT OF DISCLOSURE OF SHARES HELD IN THE COMPANY**

Name of Director/Designated Employee	
EMP CODE/ PF No	
PAN No	
Department	
Location	
For the Quarter Ended (Please tick whichever is applicable)	March/June/September/December
Year	

Details of securities held by me:

Folio No./DP ID Client ID	No. of Securities held

Details of securities held by Immediate Relative(s):

Particulars		Particulars of Shareholding	
Name of Relative	Relation	Folio No./ DP ID Client I.D.	No. Of Shares held

Place:

Date:

(Signature)

For Office Use only

Form received on:

Verified on:

Compliance Officer