CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Revised in terms with SEBI (Prohibition of Insider Trading), (Amendment) Regulations, 2018 vide SEBI Circular No. SEBI/LAD-NRO/GN/2018/59 dtd. 31/12/2018 effective from 01.04.2019 and SEBI Circular No. SEBI/HO/ISD/CIR/P2021/19 dated February 09, 2021]

The Company believes in adopting, practicing and upholding the highest standards of professionalism, honesty, integrity and ethical behaviour in order to prohibit and prevent insider trading in the Company's securities. Towards this end, the Company has formulated a Code of Conduct to be followed by its directors, designated employees and advisers, consultants and retainers (hereinafter referred to as 'Designated Persons') who, in the opinion of the Company, may have access to price sensitive information.

The Company adopts principles, practices and procedures as under to ensure fair disclosure of unpublished price sensitive information and undertakes to follow the same:

1. The Company and the 'Designated Persons' shall maintain confidentiality of all unpublished price sensitive information (hereinafter referred to as 'UPSI'), shall communicate the same purely on 'need-to-know basis' and shall not communicate to any unauthorized person or on selective basis.

2. The Company shall ensure uniform and universal dissemination of UPSI to avoid any selective disclosure of such information.

3. The Company shall promptly disclose UPSI once such credible and concrete information comes into being.

4. The Company shall disclose UPSI by making its prompt disclosure with sufficient and unambiguous details to the Stock Exchange on which its securities are listed. The Company shall also disclose UPSI on its website.

5. In case the Company finds that any UPSI has been disclosed selectively, inadvertently or otherwise, it shall promptly disclose and disseminate as soon as the circumstances permit such information to make it uniformly and non- discriminatorily available to the general public.

6. The Company designates its 'Compliance Officer' as its Investor Relations Officer and entrusts the Compliance Officer with the function of dissemination and disclosure of UPSI. The Compliance Officer is entrusted with giving appropriate and fair response to the regulatory authorities in respect of queries, questions and explanations in relation to news reports and market rumours. In the absence of the Compliance Officer ; the Managing Director shall be responsible for the same.

7. The Company shall ensure that no UPSI is shared with analysts and researchers on a selective basis.

8. The Company shall ensure that its conferences with analysts and investors shall be open to participation by all analysts, shareholders and other investors.

9. The Company shall make transcripts or records of proceedings of its meetings with analysts/ investor conferences and make the same accessible to all by uploading them on its website.

10. Sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants shall be considered as "legitimate purpose", provided that such information has not been shared to evade or circumvent prohibitions of the Prohibition of Insider Trading Regulations.

11. Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for the purpose of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

12. A structured digital database shall be maintained containing the names of such persons or entities as the case may with whom unpublished price sensitive information is shared along with Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to ensure the compliance of maintenance of digital database for sharing the information for said legitimate purposes. Provided, that entry of information, not emanating from within the organisation, in structured digital database may be done not later than 2 calendar days from the receipt of such information.

CODE OF CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY INSIDERS

Revised in terms with SEBI (Prohibition of Insider Trading), (Amendment) Regulations, 2018 vide SEBI Circular No. SEBI/LAD-NRO/GN/2018/59 Dtd 31/12/2018 effective from 01.04.2019]

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 have been formulated to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework to safeguard the interests of common investors.

This Code of Conduct has been framed by the Board of Directors of the Company with a view to prevent its employees and other designated persons, who are reasonably expected to have access to unpublished price sensitive information, from trading in the securities of the Company to the disadvantage of the common investors.

1. OBJECTIVE

1.1 This Code may be called as "Code of Conduct of Shaily Engineering Plastics Ltd for regulating, monitoring and reporting of trading by Insider" pursuant to Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 approved by the Board from 15th May, 2015 and revised at the Board meeting dtd 14th February, 2019, effective from 01st April, 2019.

1.2 In line with the said Regulations, this Code of Conduct (hereinafter referred to as the 'Code') was adopted by Company in the meeting of Board of Directors with replacement of the previous Code of Conduct for prevention of Insider Trading.

2. APPLICABILITY

2.1 This Code shall be applicable to the following persons:

a. Directors
b. Designated Employees
c. Concerned Advisers/Consultants/Retainers/Auditors/Advisors/Law firms of the Company; (jointly known as "fiduciaries") and
d. 'Designated Persons" as defined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
e. "Connected Persons" as defined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

2.2 This Code of Conduct will also apply in respect of trading in the securities of the Company by the immediate relatives of the Directors, Designated Employees, Designated Persons, Connected Persons and Concerned Advisers/ Consultants/ Retainers/ Auditors/ Advisors/Law firms of the Company.

2.3 Compliance with this Code of Conduct is in addition to (and not in lieu / replacement of) any other regulations for prevention and prohibition of insider trading including Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

3. DEFINITIONS

3.1 **"Act"** means the Securities and Exchange Board of India Act, 1992 (15 of 1992).

3.2 **"Board" and "Board of Directors"** mean the Board of Directors of the Company.

3.3 **"Companies Act"** means the Companies Act, 2013.

3.4 **"Company"** means Shaily Engineering Plastics Limited.

3.5 **"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 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.

The Company has appointed **Mr. Harish Punwani, Company Secretary** as the **Compliance Officer** of the Company, effective from 21st November, 2024, who shall report to the Board of Directors, through the Managing Director.

3.6 **"Connected Person"** means:

(i) any person who is or has been 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 whether temporary or permanent, with the company, that allows such a 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) 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
(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 relative or banker of the Company, has more than ten per cent, of the holding or interest or
(k) a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or
(l). a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d);]

3.7 "**Designated Employee(s)"** shall mean and include:

(a) Manager at levels 1 & 2, or its equivalent;
(b) Chief Executive Officer, Chief Strategy Officer, Chief Operating Officer, Chief Financial Officer, Chief Information Officer, Chief Marketing Officer, Company Secretary or any such equivalent position;
(c) Vice President;
(d) General Manager or any such equivalent position.
(e) Assistant Manager and above in the Finance & Accounts Department, Secretarial Department, Sales & Business Development.
(f) All employees of the IT and the Secretarial Department of the Company and of the Fiduciary(ies).
(g) Such other employees as may be determined and informed by the Compliance Officer, in consultation of Board of Directors from time to time.

3.8 "Designated Persons" shall mean and include:

(a) Connected Person as defined under Clause 3.6 above
(b) Designated Employees as defined under Clause 3.7 above
(c) Functional Heads of material subsidiaries of the Company, if any.
(d) Fiduciaries
(e) Promoters of the Company

3.8 "**Insider**" means any person who is -
(i) A Designated Person; or
(ii) in possession of or having access to unpublished price sensitive information.

3.9 **"Director"** means a director appointed to the Board of Directors of the Company.

3.10 **"Employee"** means every employee of the Company including the Directors in the employment of the Company.

3.11 **"Generally available Information"** means information that is accessible to the public on a non- discriminatory basis and shall not include unverified event or information reported in print or electronic media

3.12 **"Immediate Relative"** means a spouse of a person, and includes parent, sibling and child of such person or of the spouse, any of whom is either dependent Financially on such person or consults such person in taking decisions relating to trading in securities.

3.13 **"Relative"** shall mean the following:
(i) spouse of the person;
(ii) parent of the person and parent of its spouse;

(iii)sibling of the person and sibling of its spouse;
(iv) child of the person and child of its spouse;
(v) spouse of the person listed at sub-clause (iii); and
(vi) spouse of the person listed at sub-clause (iv)

3.14 **"Regulations"** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

3.15 **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

3.16 **"Stock Exchange"** means a stock exchange where the securities of the Company are listed for the time being.

3.17 "**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.

3.18 **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.

3.19 **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

3.20 **"Trading Day"** means a day on which the recognized stock exchanges are open for trading.

3.21 **"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 include, 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, award or termination of order/contracts not in the normal course of business and such other transactions;
v. changes in key managerial personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor
vi. change in rating(s), other than ESG rating(s);
vii. fund raising proposed to be undertaken;
viii. agreements, by whatever name called, which may impact the management or control of the company;
ix. fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company,
x. whether occurred within India or abroad;
xi. resolution plan/ restructuring or one time settlement in relation to loans/borrowings from banks/financial institutions;

xii. admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;

xiii. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;

xiv. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;

xv. outcome of any litigation(s) or dispute(s) which may have an impact on the company;

xvi. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;

xvii. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals

Compliance officer may decide any other matter also as Price Sensitive Information.

All other words and expressions used and not defined in this Code of Conduct but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, 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 thereunder shall have the meanings respectively assigned to them in those Acts/Regulations.

4. ROLE OF COMPLIANCE OFFICER:

4.1. The Compliance Officer of the Company shall, under the overall supervision of the Board of Directors, be responsible for monitoring adherence to this Code of Conduct, maintenance of records, pre-clearing and monitoring of trades covered by this Code of Conduct and implementation of this Code of Conduct.

4.2 The Compliance Officer of the Company shall report on insider trading to the Board of Directors of the Company 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.

4.3 The Compliance Officer of the Company shall assist all the persons to whom this Code of Conduct applies in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and this Code of Conduct.

5. PRESERVATION OF "PRICE SENSITIVE INFORMATION"

All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations, i.e that Unpublished Price Sensitive Information should be disclosed only to those persons within the Company or persons connected with the Company who need the information to discharge their duty or legal obligations and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the

information. All non-public information directly received by any employee should immediately be reported to the head of the department.

5.1 "Price Sensitive Information" not to be passed on:

The Directors, Designated Employees, Designated persons, the insiders, Concerned Advisers/Consultants/Retainers of the Company, connected persons and promoters and their immediate relatives shall not pass on any price sensitive information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company.

5.2 Limited access to confidential information:

Files containing confidential price sensitive information shall be kept secured. Computer files must be kept with adequate security of log-in and password, etc.

5.3 Chinese Wall :

- 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.
- Where Chinese Walls arrangements are in place Employees 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.
- Employees within a Chinese Wall have a responsibility to ensure the Chinese Wall is not breached deliberately or inadvertently. Known or suspected breaches of the Chinese Wall must be referred to the Compliance Officer immediately.
- An Employee may cross the Chinese Wall 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.
- The establishment of Chinese Walls does not mean or imply that Unpublished Price Sensitive Information can circulate freely within Insider Areas.

5.4 Trading Plan

An insider 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 on his behalf in accordance with such plan.

1. Trading Plan shall:

- Not entail commencement of trading on behalf of the insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;
- Not entail overlap of any period for which another trading plan is already in existence;
- Set out following parameters for each trade to be executed:

  (i) either the value of trade to be affected or the number of securities to be traded;

(ii) nature of trade;

(iii) either specific date or time period not exceeding five consecutive trading days;

(iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:

a) for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;

b) for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

Explanation: (a) While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause (iv) shall be optional. (b) The price limit in sub-clause (iv) shall be rounded off to the nearest numeral. (c) Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed; and
(iv) not entail trading in securities for market abuse..

5.4.2. The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations. 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 shall not be applicable for trades carried out in accordance with an approved trading plan.

5.4.3 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

5.4.4 Provided that the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation.

Explanation: In case of non-implementation (full/partial) of the trading plan due to either reasons enumerated above or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

(i) The Insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.

(ii) Upon receipt of information from the Insider, the Compliance Officer, shall place such information along with his recommendation to accept or reject the submissions of the Insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.

(iii) The decision of the Audit Committee shall be notified by the Compliance Officer on the same day to the Stock Exchanges on which the securities are listed. (iv)In case the Audit Committee does not accept the submissions made by the Insider, then the Compliance Officer shall take action as per the Code of Conduct.

5.4.5 The Compliance Officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the Stock Exchanges on which the securities are listed, on the day of approval.

6. TRADING WINDOW AND WINDOW CLOSURE

6.1

(i) The trading period, i.e. the trading period of the stock exchanges, called "trading window", is available for trading in the Company's securities.

(ii) The trading window in the event of Board meeting to be held for declaration of financial results, shall be closed from the end of every quarter till 48 hours after the declaration of financial results.

(iii) Period of closure of the trading window for the following events will be decided by the Compliance Officer in consultation with the Managing Directors of the Company for the following events:

a. Declaration of dividends (both interim and final)
b. change in capital structure
c. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business,
award or termination of order/contracts not in the normal course of business and such other transactions;
d. changes in key managerial personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor
e. change in rating(s), other than ESG rating(s);
f. fund raising proposed to be undertaken;
g. agreements, by whatever name called, which may impact the management or control of the company;
h. fraud or defaults by the company, its promoter, director, key managerial personnel, or
subsidiary or arrest of key managerial personnel, promoter or director of the company,
whether occurred within India or abroad;
i. resolution plan/ restructuring or one time settlement in relation to loans/borrowings from
banks/financial institutions;
j. admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;

k. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds
and receipt of final forensic audit report;
l. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory,
enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
m. outcome of any litigation(s) or dispute(s) which may have an impact on the company;
n. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
o. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory
approvals

Provided that, for unpublished price sensitive information not emanating from within the Listed Company, trading window may not be closed

(iv) When the trading window is closed, the Specified Persons shall not trade in the Company's securities in such period.

(v) All Specified Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in Point No. (ii) above or during any other period as may be specified by the Company from time to time.

(vi) In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.

6.2. The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company 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.

6.3 The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.

6.4 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.

7. PRE-CLEARANCE OF TRADES

7.1. The Directors, Officers, Designated Employees, Designated Persons and the dependents of Directors, Officers and Designated Employees shall require prior clearance from the Compliance Officer for dealing in securities of the Company, for a value exceeding Rs. 5,00,000 in a month (either in one transaction or in a

series of transaction).

7.2. Dealing in securities of the company by the Compliance Officer requires prior clearance from the Managing Director of the company.

I. An application may be made in the prescribed Form (**Annexure 1**) to the Compliance officer indicating the estimated number of securities that the Specified Employee intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.

II. An undertaking (**Annexure 2**) shall be executed in favour of the Company by such Specified Employee incorporating, *inter alia,* the following clauses, as may be applicable:

- That the employee/director/officer does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
- That in case the Specified Employee has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
- That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
- That he/she has made a full and true disclosure in the matter.

III. The Compliance officer shall on receiving an application provide the Specified Employee with an acknowledgement on the duplication of the application. Further the Compliance officer shall grant approval **(Annexure 3)** within 2 days from date of acknowledgement.

IV. All Specified Persons shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. The Specified Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed. **(Annexure 4).**

V. If the order is not executed within seven days after the approval is given, the employee/director must pre-clear the transaction again.

VI. All Specified Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction (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. However, as per the recent FAQs issued by SEBI there are certain exemptions to Contra Trade in case of ESOPs, a illustration of same is given in the **Annexure - 7**

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.

VII. 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.

7.3 Other Restrictions

7.3.1 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.

7.3.2 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.

7.3.3 The disclosures made under this Code shall be maintained for a period of five years.

8. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

Initial Disclosure

8.1 Every promoter/ Key Managerial Personnel / Director / Designated Employees of the Company, within thirty 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 in the prescribed Form (**FORM A**).

8.2 Every promoter / Key Managerial Personnel / Director / Designated Enployees of the company shall provide an Annual statement at the end of each financial year regarding all the transactions in the securities of the company during the year and regarding all the holdings in securities of the company **(Annexure 5)**

8.3 Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter. **(FORM B)**

Continual Disclosure

8.4 Every promoter, member of 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 Rs. Ten lakhs. **(FORM C)**

The disclosure shall be made within 2 working 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.

Disclosure by other connected persons

Any Company whose securities are listed on a stock exchange may, at its direction require any other connected person or class of connected persons to make disclosures of

holdings and trading in securities of the Company in **(FORM D)** and annually in order to monitor compliance with these regulations.

9. DISCLOSURE BY THE COMPANY TO THE STOCK EXCHANGE(S)

9.1 Within 2 days of the receipt of intimation under Clause 8.4, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed the information received.

9.2 The Compliance officer shall maintain records of all the declarations in the appropriate form given by the promoter/ Key Managerial Personnel / Director / Designated Employees/Designated Persons for a minimum period of five years.

10. OBLIGATION OF DESIGNATED PERSONS

10.1 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.

10.2 In addition to the above, 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.

11. DISSEMINATION OF PRICE SENSITIVE INFORMATION

11.1 No information shall be passed by Specified Persons by way of making a recommendation for the purchase or sale of securities of the Company.

11.2 `Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors

- Only public information to be provided.
- At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

12. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT

12.1 Every Specified Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).

12.2 Any Specified Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.

12.3 Specified Persons who violate the Code 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.

12.4 The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

13. AMENDMENTS/ REVISIONS

The Board shall have the power to amend/ replace the code as and when applicable and revised from regulations.

The Compliance Officer is being authorized to make necessary changes in the required disclosure, format & other information to make a fair and transparent disclosure in aforesaid Code of Conduct.

ANNEXURE 1
SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date:

To
The Compliance Officer
Shaily Engineering Plastics Limited
Baroda

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sale / subscription of _____equity shares of the Company as per details given below:

1.	Name of Applicant	
2.	Designation	
3.	Number of securities held as on date	
4.	Folio No./ DP ID/Clent ID No.	
5.	The Proposal for	i. Purchase of Securities ii. Subscription of securities iii. Sale of Securities
6.	Proposed date of dealing in securities	
7.	Estimated number of securities proposed to be acquired/subscribed/sold	
8.	Price at which the transaction is proposed	
9.	Current market price (as on date of application)	
10.	Whether the proposed transaction will be through stock exchange or off-market deal	
11.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the form of Undertaking signed by me.

Signature _____

Name _____

ANNEXURE 2
FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

UNDERTAKING

To

Shaily Engineering Plastics Limited
Baroda

I,_____,_____of the Company residing at _____, am desirous of dealing in _____* shares of the Company as mentioned in my application dated _____for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within four days of execution of the transaction a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

Date :
Signature : _____

*Indicate number of shares

ANNEXURE 3
FORMAT FOR PRE- CLEARANCE ORDER

To,

Name : _____
Designation : _____
Place : _____

This is to inform you that your request for dealing in _____(nos) shares of the Company as mentioned in your application dated _____is approved. Please note that the said transaction must be completed on or before _____(date) that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,
For Shaily Engineering Plastics Limited

_____
COMPLIANCE OFFICER

Date : _____

Encl: Format for submission of details of transaction

ANNEXURE 4
FORMAT FOR DISCLOSURE OF TRANSACTIONS
(To be submitted within 2 days of transaction / dealing in securities of the Company)

To,
The Compliance Officer,
Shaily Engineering Plastics Limited
Baroda

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to _____securities as mentioned below on _____ (date)

Name of holder	No. of securities dealt with	Bought/ sold/ subscribed	DP ID/ Client ID/ Folio No.	Price (Rs.)	Date of shares bought/ sold/ subscribed	BSE/ NSE

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (*applicable in case of purchase / subscription*).

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date : _____ Signature : _____

Name :

Designation:

ANNEXURE 5

Annual Disclosure of transactions in securities and holdings of securities in terms of the Code of Internal Procedures and Conduct for Prevention of Insider Trading

To
The Compliance Officer
Shaily Engineering Plastics Limited Baroda

Date of disclosure:	Name of the person disclosing:
Designation of Discloser	Director / Officer/ Designated Employee *(strike out portion not applicable)*

Details of as on last annual disclosure		Date	Number	%
Shares held as on *(first day of financial year / initial disclosure whichever is applicable)*				
@ Shares held by dependents* on *(first day of financial year / initial disclosure whichever is applicable)*				
Name of dependent	Relationship with dependent			
1				
2				

Change in		Number	%	Amount	Sale / Purchase	Date
Number & % of shareholding *(if applicable)*						
Number & % of shareholding of dependents* *(if applicable)*						
Name of dependent	Relationship with dependent					
1						
2						

shares held as on the last date of financial year		Date	Number	%
@ shares held by dependents* as on the last date of financial year				
Name of dependent	Relationship with dependent			
1				
2				

@ Give list of each transaction where applicable including names and relationship. Attach separate sheet if required.

* Dependent Family Members shall include dependent parent, dependent children under the age of 21 years, dependent spouse and any other person/s dependent on the person making declaration

Signature _____

ANNEXURE 6
DISCLOSURE OF CHANGE IN SHAREHOLDING

To
The Compliance Officer
Shaily Engineering Plastics Limited Baroda

I, _____, in my capacity as _____of the Company hereby submit the following details of change in holding of securities of the Company :

Name, PAN No. & address of shareholder	No. of securities held before the transaction	Receipt of allotment advice/ acquisition of /sale of securities	Nature of transaction & quantity			Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed
			Purchase	Sale	Others		

Details of change in securities held by dependent family members :

Name, PAN No. & address of shareholder	No. of securities held before the transaction	Receipt of allotment advice/ acquisition of /sale of securities	Nature of transaction & quantity			Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed
			Purchase	Sale	Others		

I/We declare that I/We have complied with the requirement of the minimum holding period of six months with respect to the securities purchased/sold.

I hereby declare that the above details are true, correct and complete in all respects.

Date :

Signature:_____

FORM A

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
Regulation 7 (1) (a) read with Regulation 6 (2)1

Name of the company:

ISIN of the company:

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

Name, PAN No., CIN/ DIN, Address with contact No.	Category of persons(Promoters/ Directors/KMP/ Immediate relatives/other 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 Securities e.g. (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	6		7	

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

Signature:

Designation:

Date:
Place:

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the promoter group]

Name of the company: _____

ISIN of the company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/ Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promote or member of the promote group Type of securities No. (For e.g. – Shares,	Warrants, Convertible Debentures, Rights entitlements, etc.)	% of Shareholding
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promote group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promote group		
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
7	8	9	10	11	12

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

Name & Signature:

Designation:

Date:
Place:

FORM C
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2) – Continual Disclosure]

Name of the company: _____
ISIN of the company: _____

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoter /member of the promoter group/designated person/ Directors/ immediate relative to/others etc.)	Securities held prior		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition disposal of shares, specify		Date of intimation to company	Mode of acquisition /disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs, etc.)	Exchange On which the trade was executed
		Type of securities (For e.g. – Shares Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of shareholding	Type of securities (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlement,	No.	Value	Transaction Type (Purchase/ sale Pledge / Revocation / Invocation/ Others-	Type of securities (For e.g. – Shares, Warrants, Convertible Debentures, Rights Entitlement,	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: ***(i)*** *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*
(ii) *Value of transaction excludes taxes/brokerage/any other charges*

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which The trade
Type contract	Contract specifications	Buy		Sell		
		Notional Value	Number units (contracts * lot size)	Notional Value	Number of units (contracts*	
16	17	18	19	20	21	22

Signature:

Designation:

Date:
Place:

Form D

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

Name, PAN, CIN/ DIN, & address with contact nos. of other connected persons	Connection with company	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post-acquisition/ disposal		Date of allotment advice/ acquisition of shares/ disposal		Date intimation to company	Mode acquisition/ disposal (on market/ public/ rights/ Preferential offer/ Inter-se transfer, ESOPs etc.)	Exchange on which th trade was executed
		Type securities (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	Type of securities (For e.g. – Shares, Warrants Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/ Sale/ Pledge/ Revocation/ Invocation/ Others- please specify)	Type of securities (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: (i) *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*
(ii) *Value of transaction excludes taxes/brokerage/any other charges*

Details of trading in securities by other connected persons as identified by the company:

Trading in derivatives(Specify type of contract, Futures or Options, etc.)						Exchange on which trade was executed
Type of Contract	Contract Specifications	Buy		Sell		
		Notional Value	Number of Units (Contract * Lot size)	Notional Value	Number of units (Contract*Lot Size)	
15	16	17	18	19	20	21

Name

Designation

Signature : _____

Place :

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

ANNEXURE 7

Table shows different scenarios involving the buy/ sale of ESOP shares, elucidating the principles provided above:

Transaction Date – Jan 01, 2024 ***(A)***	***Transaction Date – Feb 01, 2024*** ***(B)***	***Transaction Date – March 01, 2024*** ***(C)***	***Transaction Date – August 01, 2024*** ***(D)***	***Transaction Date – September 01, 2024*** ***(E)***	***Contra Trade*** ***(F)***
-	*ESOPs - Acquire #*	*ESOPs - Dispose$*	-	-	*No*
-	*ESOPs - Acquire #*	*ESOPs - Dispose$*	*ESOPs - Dispose$*	-	*No*
-	*ESOPs - Acquire #*	*Market - Acquire@*	*ESOPs - Dispose$*	-	*Yes, Transaction D is contra to C*
-	*ESOPs - Acquire #*	*ESOPs - Dispose$*	*Market - Acquire@*	-	*Yes, Transaction D is contra to C.*
Market - Dispose@	*ESOPs - Acquire #*	*ESOPs - Dispose$*	-	-	*No*
Market - Acquire @	*ESOPs - Acquire #*	*ESOPs - Dispose$*	-	-	*Yes, Transaction C is contra to A.*
Market - Acquire@	*ESOPs - Acquire #*	*ESOPs - Dispose$*	*Market - Acquire@*	*ESOPs - Dispose$*	*Yes, Transaction C is contra to A, D is contra to C and E is contra to D.*
Non – open Market – Acquire%	*ESOPs - Acquire #*	*ESOPs - Dispose$*	-	-	*No*

*- **ESOPs – Acquire**: Shares acquired through exercising ESOPs*
$ *- **ESOPs – Dispose**: Shares disposed, which were acquired through exercising ESOPs.*
@ *- **Open Market - Acquire/Dispose**: Shares acquired or disposed in open market*
% *- **Non-Open Market – Acquire** - Shares acquired through corporate actions like Rights Issue, FPO, OFS, Bonus, Split, etc.]*