

**SUPRAJIT ENGINEERING LIMITED**

**\*CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION PURSUANT TO SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015. (“CODE OF CONDUCT”)**

*(Effective from 15<sup>th</sup> May, 2015)*

*\*This Code was amended by the Board of Directors in its Meeting held on 12<sup>th</sup> February, 2018.*

*This Code was further amended by the Board of Directors in its Meeting held on 28<sup>th</sup> February, 2019 and is applicable from April 01, 2019.*



**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING  
BY DESIGNATED PERSONS**

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

**Preamble:**

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

The Regulations provides that every Listed Company shall frame (a) Code of Conduct, to regulate, monitor and report trading by its Designated Persons, immediate relatives of Designated Persons and other connected persons and (b) Code of Practices and Procedures, for fair disclosure of unpublished price sensitive information and legitimate purposes, towards achieving compliance with the Regulations.

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12(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, which has now been repealed by SEBI.

This document embodies the code of conduct for or Regulating, Monitoring and Reporting of trades for prohibition of Securities and Exchange Board India (Prohibition of Insider Trading) Regulations, 2015 (SEBI PIT Regulations) as amended from time to time and the Code of Corporate Disclosure Practices of the Company, shall be followed by the designated persons.

**SUPRAJIT ENGINEERING LIMITED'S ("SUPRAJIT") COMMITMENT TO PROMOTE INVESTORS' CONFIDENCE:**

Suprajit is committed to protecting the interests of the investors by quick and timely dissemination of financial results and other information as well as by regulating trading in securities of the Company by Officers, Directors, Connected Persons etc.

**1. Definitions:**

**"Compliance Officer "**means Company Secretary of the Company or such other Senior officer designated so by the Board.

**"Connected Person "**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 and also includes:
  - (a) an immediate relative of connected persons specified above; 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 official of a Stock Exchange or of clearing house or corporation; or
  - (e) a banker of the Company; or
  - (f) a concern, firm, trust, Hindu undivided family, company or association of persons where in a director of the Company or his immediate relative or banker of the Company, has more than ten percent, of the holding or interest.

**“Designated Person(s)”** shall mean and include:

- (i) Promoters of the Company
- (ii) All the Directors of the Company
- (iii) Officers in the Senior Management of the Company i.e., Key Managerial Personnel, Top Management of the Company only Vice President and above level and also, Key Managerial Personnel, Vice President and above level of Material Subsidiary Companies.
- (iv) Any other person as may be determined and informed by the Compliance Officer from time to time.

**Note:** Depending on the change in the scope of responsibility of an employee, the Compliance Officer with the approval of the Chairman or Managing Director of the Company may include or exclude any employee from the list of Designated Person.

**“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 insecurities.



**“Insider”** means any person who,

- a. a connected person ; or
- b. is in possession of or having access to unpublished price sensitive information.
- b. any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

**“Legitimate purpose”** shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partner(s), collaborator(s), lender(s), customer(s), supplier(s), Merchant Banker(s), legal adviser(s), auditors, insolvency professional (s) or other adviser(s) or consultant(s), provided that such sharing has not been carried out to evade or circumvent the prohibitions of these Regulations.

**“Unpublished Price Sensitive Information”** means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- a. financial results;
- b. dividends;
- c. change in capital structure ;
- d. Delisting;
- e. Any decisions of Board / Committee for mergers, de-mergers, acquisitions, disposals and expansion of business, if the transaction value of such acquisitions, disposals and expansion of business is more than 10% of the consolidated revenue of the Company or more than 10% of the consolidated fixed Assets, as per latest available audited financials of the Company, as the case may be;
- f. changes in key managerial personnel(KMP); and
- g. material events as specified in the Policy on Determining Materiality and Archival of Disclosures adopted pursuant to Regulation 30 of SEBI(LODR) Regulations, 2015 as amended from time to time.

All other expressions unless defined herein shall have the same meaning as have been assigned to them under the Act or the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Companies Act, 2013, or any statutory modification or re-enactment thereto, as the case may be.



## 2. Trading Window:

The trading window will remain closed during the following periods:

- a. Seven (7) days prior to the date of the Board Meeting up to 48 hours after the date of the Board meeting at which proposal on any matter which has a bearing on the price of security is considered: example: recommendation of dividend / interim dividend / bonus shares / right shares/ further issue of shares, etc.;
- b. From the end of every quarter till 48 hours after the declaration of financial results;
- c. Two (2) days prior to the date of the Board Meeting up to 48 hours after the date of the Board Meeting at which proposal on buyback of shares is considered.
- d. In addition to the above, the Compliance Officer may in consultation with the Chairman or Managing Director, declare the Trading Window closed, on an "as-needed" basis for any reason.
- e. Trading Window shall be also closed for the designated person or class of designated persons when the Compliance Officer determines that the designated persons or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information either due to being part of any special project or otherwise.

The Trading Window shall be opened not earlier than 48 hours after the information becomes generally available or when it is finally decided to abandon the project.

The Compliance officer or any executives of the Company authorized by Compliance officer or Chairman, shall notify the designated persons about closure and opening of trading window and also inform the Stock Exchanges.

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.

## 3. Pre-clearance of trades:

- a. No designated person shall be entitled to apply for pre-clearance of any proposed trade or deal in securities of the Company, if such designated person is in possession of Unpublished Price Sensitive Information, irrespective of trading window is closed or not.
- b. All designated persons shall deal in the securities of the Company only when the trading window is open. No designated persons shall deal in the securities when the



trading window is closed. It is the duty of the designated persons to inform the immediate relatives of the closure of trading window and ensure that they do not deal in the securities of the Company.

- c. Designated Persons who wish to trade in the Company's Securities, when the trading window is open and ***where the value of the proposed trade(s), taken together with the value of trade(s) executed over a calendar quarter, is likely to exceed Rs. 10 lakhs (Rupees Ten lakhs) in that calendar quarter or where the shares proposed to be traded exceed 5,000 shares, whichever is applicable***, should take pre-clearances of the transaction from the Compliance Officer.

No Designated Persons shall take positions in derivative transactions in the Company Securities.

**The pre-clearance procedure shall be as given below:**

- (i) An application complete in all respects should be made in the prescribed Form in **Annexure 1**.
- (ii) An undertaking as per **Annexure 2** shall be executed in favor of the Company by the designated person.
- (iii) The Compliance Officer after satisfying himself that the application and undertaking are in order and the proposed trade will not breach the SEBI PIT Regulations and this Code of Conduct, shall pre-clear / reject the application within three (3) working days from receipt of application and undertaking complete in all respects. The format of Pre-clearance shall be as per **Annexure 3**
- (iv) The designated persons shall execute their trade in respect of securities of the Company within Seven (7) trading days after the approval of pre-clearance is given.
- (v) If the trade is not executed within the aforesaid Seven (7) days, the designated person must obtain fresh pre-clearance by following the aforesaid procedure above.
- (vi) The designated persons must report to the Compliance Officer the details of the trade executed within Two (2) working days of the execution of the trade. In case the transaction is not undertaken a 'Nil' report must be submitted to the Compliance officer within Three (3) working days from the expiry of the aforesaid seven trading days whichever is later in the format as per **Annexure 4**.
- (vii) The Designated Person shall not execute / deal in a contra trade, irrespective of the value or number of shares, for a period of Six (6) months from the execution of the trade as per point (iv) & (v) above. However this shall not be applicable for trades executed pursuant to exercise of stock options.



- (viii) The Compliance Officer may waive at his discretion the sale of securities necessitated due to personal emergency before the Six (6) months period mentioned above. The Compliance Officer may take necessary undertakings and declarations and seek appropriate information as he deems necessary from the designated person before granting the relaxation.

**Meaning of Contra trade:** In case the designated person pre-clears for buying shares of the company, he cannot enter into a sale of securities of the Company for a period of Six (6) months from the date of execution of buy order and vice-versa.

#### **4. Compliance Officer & His Responsibilities:**

- a. The Company Secretary of the Company is the Compliance Officer responsible for setting forth procedures and monitoring adherence to the rules for the preservation of unpublished price sensitive information, approving Trading Plans, pre-clearing trades of Designated Persons, monitoring trades and the overall implementation of this Code.
- b. The Compliance Officer shall report to the Board of Directors and in particular, shall provide reports to the Chairman of the Audit Committee 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:
- (i) Pre-clearance sanctioned or rejected;
  - (ii) Details of transactions done pursuant to pre-clearance including those cases where no transaction has been executed after securing pre-clearance along with the reasons;
  - (iii) Details of relaxation, if any from the strict requirements under this Code;
  - (iv) Disciplinary actions, if any taken by Managing Director/Chairman pursuant to this Code;
  - (v) Disclosures under the SEBI PIT Regulations, if any;
  - (vi) Trading plans, if any presented for approval;
  - (vii) Other relevant information for each calendar quarter / year as the case may be

#### **5. Trading Plan:**

A Designated Person who is willing to submit a Trading Plan (not exceeding for twelve months) shall follow and comply with the provisions of Regulation 5 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

#### **6. Disclosures**

##### **i. Initial disclosure:**

- a. Every promoter, Member of the promoter group, Key Managerial Personnel and



Director of the Company shall disclose his/her holding of Securities of the Company as on the date of the Regulations taking effect and in the format prescribed in **Annexure 5** (Form A) annexed hereto, within 30 (thirty) days of the Regulations becoming effective.

- b. 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/her 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 in the format prescribed in **Annexure 6** (Form B) annexed hereto.
  - c. Designated persons shall disclose their shareholding in the Company in **Annexure 6** (Form B) within 30 days from the date of appointment.
- ii. **Continual disclosure:**
- a. Every Designated Person, promoter or member of the promoter group or any other persons as mentioned under Regulation 6(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015, shall disclose to the Compliance Officer, the number of Securities of the Company acquired or disposed by him or her or by his/her Immediate Relatives, within 2 (two) Trading Days of such transaction, ***if the value of such Securities Traded, whether in one transaction or a series of transactions over a calendar quarter aggregates to a Traded value of more than Rupees ten lakhs*** as per the format provided in **Annexure 7** (Form C) annexed hereto.
  - b. The Compliance Officer shall notify the concerned stock exchanges in which the Securities of the Company are listed, about the particulars of the above Trading, within two Trading Days of the receipt of such disclosure or from becoming aware of such information.
- iii. **Other Disclosures:**
- a. Compliance Officer may, in addition to the above mentioned disclosures, require any Connected Person or Deemed to be Connected Persons or other class of Connected Persons to make disclosures regarding holdings in Securities of the Company and Trading in format **Annexure 8** and at such frequency as may be determined by the Compliance Officer in consultation with the Chairman or Managing Director in order to monitor compliance with the Regulations.
  - b. Designated Persons shall disclose their shareholding on annual basis, within 30 days from the end of financial year, along with names and Permanent Account Number of the following persons, to the Company in **Annexure – 9**. In case of any changes in such information, the Designated Person shall inform the Company of such change promptly:





- i. Immediate Relatives
- ii. Persons with whom such Designated Person(s) shares a 'Material Financial Relationship'
- iii. Phone numbers including mobile numbers which are used by the above persons

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

*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.]*

#### **7. Confidential information and Unpublished Price Sensitive Information (UPSI)**

- a. Designated Persons shall maintain strict confidentiality of business information and all UPSI of the Company.
- b. The business information and all UPSI should be communicated pursuant to legitimate purpose only.
- c. The UPSI shall be handled on a “need to know” basis i.e., price sensitive information shall 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 the information.
- d. Persons involved in a sensitive transaction / or receiving UPSI shall deemed to be 'Insider' from the time they are aware of a sensitive transaction or become aware of UPSI and shall remain to be an insider until expiry of 48 hours of such sensitive transaction / information is made public or the time till the transaction loses its commercial relevance, whichever is earlier.
- e. An undertaking, as specified in **Annexure 10** shall be obtained from such persons before being involved in a sensitive transaction to maintain confidentiality of such information/ transactions and make aware of duties and liabilities attached to the receipt of the information or misuse of such information.

#### **8. Policy and Procedure for inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information (UPSI) and Violation of this Code of Conduct:**

- a. All Designated Persons shall be individually responsible for complying with the provisions of this Code (including to the extent the provisions hereof are applicable to his/her Immediate Relatives).



- b. Any Designated Person who violates this Code or any insider who leaks or is suspected to have leaked any UPSI may be penalized and appropriate action may be taken against such designated person by the Chairman or Audit Committee or by the Board.
- c. Any instance of violation of this code or instances of leak or suspected leak of any UPSI or SEBI (Prohibition of Insider Trading) Regulations, 2015, shall be reported to the Chairman by the Compliance Officer and if deemed fit, the Chairman may bring it to the notice of the Board of Directors. The Board of Directors shall report serious instances of violation to SEBI as required under the Regulations.
- d. The action taken by Chairman or Audit Committee or the Board as the case may be, in such cases shall not preclude Securities Exchange Board of India from taking any action under the SEBI (Prohibition of Insider Trading) Regulations, 2015 or such other SEBI regulations.
- e. Inquiry into an instance of leak or suspected instance leak of Unpublished Price Sensitive Information shall be initiated, in accordance with the Investigation process provided under the Whistleblower Policy of the Company, by the Compliance Officer. The details of the leaks, inquiries and the results of the enquiries shall be informed to Chairman or the Board of Directors and/or also to the Securities Exchange Board of India promptly, if necessary.

#### **9. Amendments:**

The Board may, at any time, modify, alter and amend the provisions of this Code by giving notice of such modification, alteration and amendment to the Designated Persons.

***Cautionary Statement:*** *The Code is the internal policy of the Company to prevent Designated Persons and Connected Persons who are considered by the Company to be insiders of the Company for the purposes of the Regulations, for prevention of insider trading. It is however the responsibility of each Designated Person and Connected Person to ensure compliance with the provisions of the Regulations and other related laws. The Company shall not be responsible or liable for any violation or contravention by any Designated Person or Connected Person, of this code or Regulations or any other related laws.*



ANNEXURE 1

**SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL**

Date:

To  
The Compliance Officer  
Suprajit Engineering Limited  
Bangalore

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/ stock derivatives of the Company as per details given below:

1.	Name of the applicant	
2.	Designation	
3.	Number of Securities held as on date	
4.	Folio No. / DPID/ Client Id	
5.	The Proposal is a) Purchase of Securities b) Subscription to Securities c) 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 ( if off market)	
9.	Current Market Price ( as on date of application)	
10.	Whether the proposed transaction will be through stock exchange or off –market	
11.	Folio No/ DPID/CLID where the securities will be credited /debited – ( applicable for off market)	
12.	Stock Derivative- lot size as notified given by exchanges a) Stock Future – No. of units, Price & Expiry Date b) Stock Option- No. of units, Put/ Call, Strike price & Expiry Date	

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

\_\_\_\_\_  
(Signature)



ANNEXURE 2

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

**UNDERTAKING**

To  
**The Compliance Officer**  
**Suprajit Engineering Limited**  
**Bangalore**

I, \_\_\_\_\_, \_\_\_\_\_ of the Company residing at \_\_\_\_\_, am desirous of dealing in \_\_\_\_\_ \* shares of the Company/ stock derivatives 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 three (3) days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

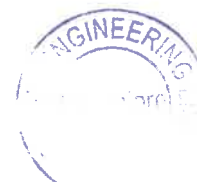
If approval is granted, I shall execute the deal within **seven (7)** days of the receipt of approval failing which I shall seek pre-clearance.

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

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

Signature :

\* Indicate number of shares/units(contracts lot size)



ANNEXURE 3

FORMAT FOR PRE- CLEARANCE APPROVAL LETTER

To

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

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

Place: \_\_\_\_\_

This is to inform you that your request for dealing in \_\_\_\_\_ (nos) shares of the Company/ stock derivative as mentioned in your application dated \_\_\_\_\_ is approved. Please note that the said transaction must be completed before seven (7) days from the date of this letter.

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 \_\_\_ days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,  
For Suprajit Engineering Limited

COMPLIANCE OFFICER

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

Encl: Format for submission of details of transaction



ANNEXURE 4

**FORMAT FOR DISCLOSURE OF TRANSACTIONS**

*(To be submitted within  
3 days of transaction / dealing in securities of the Company)*

To  
**The Compliance Officer**  
**Suprajit Engineering Limited**  
**Bangalore**

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.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of \_\_\_\_\_ years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

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**

**FORM A**

**SEBI (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]**

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, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relative to/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

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

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		
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
6	7	8	9	10	11

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

Name & Signature:

Designation:

Date:

Place:



**ANNEXURE 6**

**FORM B**

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

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.	
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 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
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: \_\_\_\_\_





**ANNEXURE 7**

**FORM C**

**SEBI (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, Employee or Director 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 / Director s/immediate relative to/others etc.)	Securities held prior to acquisition /disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale 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.)
		Type of security (For eg. Shares, Warrant Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. Shares, Warrants Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke / Invoke)	Type of security (For eg. Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

**Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company 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 was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

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

**Name & Signature:**

**Designation:**

**Date:**

**Place:**



**ANNEXURE 8**

**FORM D (Indicative format)**

**SEBI (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3) – Transactions by Other connected persons as identified by the company**  
**Details of trading in securities by other connected persons as identified by the company**

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale 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. )
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke /Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

**Details of trading in derivatives by other connected persons as identified by the company**

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

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

**Name:**  
**Signature:**  
**Place:**



ANNEXURE 9

**ANNUAL DISCLOSURE**  
**(Pursuant to Clause 6 (iii) (b) of the Code)**

**The Compliance Officer**  
**Suprajit Engineering Limited**  
**Bangalore**

I, \_\_\_\_\_ in my capacity as \_\_\_\_\_ of the Company hereby submit the following details of securities held by me in the Company along with other details, as on \_\_\_\_\_.

**I. Details of securities held by me:**

Sl. No.	Type of Securities	No. of securities held	Folio No	Beneficiary A/c Client

**II. Details of Immediate Relatives and others:**

Sl. No.	Name of immediate relatives / Person with Material Financial Relationship.	Relation	No. of shares held	PAN.	Mobile No.

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

Name:

Designation:

Date:



**ANNEXURE 10**

Date \_\_\_\_\_

The Chief Executive Officer  
Suprajit Engineering Limited  
No.100 Bommasandra Indl. Area  
Bangalore- 560 099.

**LETTER OF UNDERTAKING**

We do acknowledge and understand that the Company is actively pursuing the investment proposals through acquisitions, Joint ventures, collaborations in India and abroad regularly.

We, the undersigned Executives / Employees/ Associates/, Advisors/ Consultants (select whichever is applicable) are involved with various discussions directly or indirectly for and on behalf the Company and are receiving confidential data, information, transaction related details, documents while interacting with seller Companies, Joint Venture partners or their agents, associates, consultants, Bankers, Investment Bankers for fund raising and other agencies appointed by the Company as well as seller Company.

In this connection we hereby state that we do understand our responsibility and recognize the importance of maintaining the confidentiality. With this background we hereby undertake to maintain strict confidentiality of data, information, analysis, project related details, Bank funding related aspects relating investment proposals, Joint venture proposals and transaction related details if any, as a part of our employment/ engagement terms with the Company and discharge our responsibility as assigned by our Superiors from time to time relating to any Investment proposals and Projects, Joint venture proposals etc. with utmost care and maintain very strict confidentiality.

We do hereby undertake to comply the provisions of Code of Conduct for prevention of insider trading as notified by the Company from time in the event of possession any price sensitive information as defined in the code.

Sl. No.	Name	Organization	Designation	PAN & Demat Account No.	Signature



**PRINCIPLES OF FAIR DISCLOSURE FOR PURPOSES OF CODE OF PRACTICES AND  
PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE  
INFORMATION (UPSI) & POLICY FOR DETERMINATION OF "LEGITIMATE  
PURPOSES".**

**[UNDER REGULATION 8 OF SEBI (PROHIBITION OF INSIDER TRADING)  
REGULATIONS, 2015]**

The Company believes in timely and adequate disclosure of price sensitive information. The following norms shall be followed for disclosure of Price Sensitive Information.

Principles of fair disclosure:

1. Unless otherwise restricted under the terms of any contract, the Company shall ensure prompt public disclosure of UPSI that could impact price discovery, as soon as it has credible and concrete information, in order to make such information 'generally available', i.e. to make the information accessible to the public on a non-discriminatory basis.
2. The Company shall ensure a uniform and universal dissemination of UPSI to avoid selective disclosure.
3. Board of Directors or Chairman of the Company or any executives of the Company authorized by the Chairman shall make announcements to the Stock Exchanges.
4. The Compliance Officer of the Company shall act as the Chief Investor Relations Officer (CIRO) for the purpose of dealing with dissemination of information and disclosure of UPSI as contained herein.
5. The Company shall ensure prompt public dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information 'generally available'.
6. The Company shall ensure an appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities. The Compliance Officer, in consultation with the Chairman or Managing Director, shall respond to queries or requests for verification from Stock Exchanges concerning market rumours.
7. The Managing Director or Chairman shall decide whether a public announcement is necessary for verifying or denying rumours and then making the required disclosure to the stock exchanges.
8. The Company shall ensure that information shared with analysts and research personnel is not UPSI.
9. Chairman or any executives authorised by the Chairman shall meet various investors, analysts, attend investor conferences, etc. on behalf of the Company from time to time. All presentations made to them shall be hosted in the Company's official website.
10. The Company shall ensure the handling of all UPSI on a need-to-know basis.



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

**Principles for determination of "Legitimate Purpose"**

1. The Company shall ensure that UPSI is:

- a. Communicated, provided or is accessible to insiders; or
- b. Procured by any person only in furtherance of legitimate purpose.

2. An action shall be considered to be undertaken for a "legitimate purpose" if:

- a. It conforms with the statutes applicable to the Company;
- b. It is taken pursuant to a legal/ regulatory obligation of the Company;
- c. It conforms to the business of the Company/ is in the ordinary course of business of the Company;
- d. It is undertaken by a person to fulfill the obligations of his/ her role with respect to the Company;
- e. The action is executed in a manner which can be considered fair, transparent and effective;
- f. The action does not lead to 'market abuse'; and
- g. The action does not result into personal benefit of any Connected Person.

3. Legitimate Purpose shall include sharing of UPSI 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, provided that such sharing has not been carried out to evade or circumvent the prohibitions of PIT Regulations. Purposes involving sharing of UPSI, which shall be deemed to be legitimate, shall include, but not limited to the following:

- a. Facilitating conduct of due diligence for undertaking any transaction in the ordinary course of business; and
- b. Preparation of financial statements.

The decision of the Board of Directors with regard to all matters relating to the Code will be final and binding.

\*\*\*\*\*

