

SANATHNAGAR ENTERPRISES LIMITED

CODE OF PRACTICES AND PROCEDURES

AND

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES

AND

FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

PART - A PREAMBLE

Sanathnagar Enterprises Limited (hereinafter referred to as “the Company” or “Sanathnagar”) had introduced a Code of Practices and Procedures and Code of Conduct to regulate, monitor and report trading in securities and fair disclosure of unpublished price sensitive information (**Existing Code**) in accordance with the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (**Insider Trading Regulations**). The Existing Code is applicable to the Directors and other Designated Employees of the Company and the Connected Persons.

The Securities and Exchange Board of India (**SEBI**) vide its notification dated December 31, 2018, has notified the SEBI (Prohibition on Insider Trading) (Amendment) Regulations, 2018, which shall be effective from April 01, 2019. In view of this, it is necessary to amend the Existing Code to comply with the requirements of amendments as stated above.

The Board of Directors at its meeting held on February 05, 2019, has approved the revised policy, which shall be effective and applicable from April 1, 2019, in compliance with the Insider Trading Regulations as amended (the Regulations).

The Policy and Obligations

The Regulations *inter alia*, direct the Board of Directors of the Company whose securities are listed on Stock Exchange to do the following:-

1. To lay down the Code of practices and procedures for fair disclosure of UPSI (defined below) which includes a policy for determination of “legitimate purpose”, that it would follow in order to adhere to each of the principles set out in the Regulations without diluting its provisions in any manner.
2. To formulate, approve and review the Code of conduct to regulate, monitor and report trading by designated persons and immediate relatives of designated persons towards achieving compliance with the Regulations, while adopting the minimum standards set out in the Regulations without diluting the provisions of Regulations in any manner.

To achieve the objectives as stated in the Regulations, the Company hereby notifies that the revised **“Code of practices and procedures and Code of conduct to regulate, monitor and report trading in**

securities and fair disclosure of unpublished price sensitive information” shall become effective and operational from the date as stated herein above and this Revised code shall supersede the Existing Code effective from the date stated above. In the interregnum, the revised Code shall continue to be followed by all Directors, Designated persons (as defined hereunder).

PART - B DEFINITIONS

For the purposes of this code, the words and expressions given below shall carry the meaning as stated hereinafter.

- B.1. “Act”** means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
- B.2. “Board”** shall mean the Securities and Exchange Board of India.
- B.3. “Board of Directors”** means the Board of Directors of the Company.
- B.4. “Company”** means Sanathnagar Enterprises Limited;
- B.5. “Compliance Officer”** means the Company Secretary of the Company or such other senior officer designated by the Board of Directors, as Compliance Officer from time to time;
- B.6. "Connected person"** means,-
- a. 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 UPSI or is reasonably expected to allow such access.
 - b. 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, -
 - (i) an immediate relative of connected persons specified in clause (a) above; or
 - (ii) a holding company or associate company or subsidiary company; or
 - (iii) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - (iv) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (v) an official of a stock exchange or of clearing house or corporation; or
 - (vi) 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
 - (vii) 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
 - (viii) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
 - (ix) a banker of the company; or
 - (x) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest;

- B.7. "Designated Persons"** shall include –
- a. Promoters, Directors and Key Managerial Personnel of the Company;
 - b. All employees in the cadre of Executive Sr. Vice President and above;
 - c. Employees in the Finance and Accounts, Internal Audit, IT and Secretarial Department as may be determined by the Compliance Officer,
 - d. All Personal Secretaries/Executive Assistants of the Director(s) and Promoters, to the extent they are employees of the Company;
 - e. Employees/ persons mentioned in (a) to (d) of holding companies,
 - f. Any other employees designated by the Compliance Officer from time to time;
 - g. Immediate relatives of (a) to (f);
- B.8. "Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis;
- B.9. "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;
- B.10. "Insider"** means any person who is:
- (i) a connected person; or
 - (ii) in possession of or having access to unpublished price sensitive information;
- B.11. "Key Managerial Personnel"** means person as defined in Section 2(51) of the Companies Act, 2013.
- B.12. "Promoter" and "Promoter Group"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof from time to time;
- B.13. "Regulations"** shall mean the SEBI (Prohibition of Insider Trading) Regulations, 2015, and any amendments made thereto from time to time.
- B.14. "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;
- B.15. "Takeover Regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- B.16. "Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly ;
- B.17. "Trading day"** means a day on which the recognized stock exchanges are open for trading;
- B.18. "Unpublished Price Sensitive Information" (abbreviated as "UPSI")** means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and
- (v) Changes in key managerial personnel.

PART – C APPLICABILITY

This Code shall apply to all Insiders as defined at B.10 including designated persons.

PART - D RESTRICTION ON COMMUNICATIONS AND TRADING BY INSIDERS

D.1. Communication or procurement of UPSI

1. No insider shall communicate, provide, or allow access to any UPSI, relating to securities of Sanathnagar or securities proposed to be listed by Sanathnagar, to any person including other insiders except where such communication is for legitimate purposes, performance of duties or discharge of legal obligations.
2. No person shall procure from or cause the communication by any insider of UPSI, relating to securities of the Company or securities proposed to be listed by the Company, except for legitimate purposes, performance of duties or discharge of legal obligations.

“Legitimate purpose” shall be determined as per the policy on determination of legitimate purpose forming part of code of Fair Disclosure.

3. Notwithstanding anything contained in this Code, UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would,
 - (i) entail an obligation to make an open offer under the takeover regulations where the Board of Directors is of an informed opinion that sharing of such information is in the best interests of the company;
 - (ii) not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors is of an informed opinion that sharing of such information is in the best interests of the company and the information that constitutes UPSI is disseminated to be made generally available at least two trading days prior to sharing of such information being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.
 - (iii) For the purpose of (3) above, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non- disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of (3) above, and shall not otherwise trade in securities of the Company when in possession of UPSI.
 - (iv) The Compliance Officer shall maintain a structured digital database containing the names of such persons or entities with which information is shared under this Code along with the

Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

- (v) Trading by insiders when in possession of UPSI shall be governed by Regulation 4 of the Regulations.

D.2. Trading Plans

1. An insider shall be entitled to formulate a trading plan 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.
2. Such trading plan shall –
 - (i) not entail commencement of trading on behalf of the insiders earlier than six months from the public disclosure of the plan;
 - (ii) not entail trading for the period between the 20th trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of such financial results;
 - (iii) entail trading for a period of not less than 12 months;
 - (iv) not entail overlap of any period for which another trading plan is already in existence;
 - (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - (vi) not entail trading in securities of the Company for market abuse.
3. The Compliance officer shall review the trading plan to assess whether the plan has any potential for violation of this Code or “Regulations” and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

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

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

4. The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

Provided that the implementation of the trading plan shall not be commenced if any UPSI in

possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such UPSI becomes generally available information so as to avoid a violation of this code or “Regulations”.

5. Upon approval of the trading plan, the Compliance Officer shall notify the plan to the Stock Exchanges on which the securities of the Company are listed.

PART E

DISCLOSURE OF TRADING BY INSIDERS

E.1 General Provisions

1. Every public disclosure shall be made in the form/s as prescribed under the Regulations from time to time.
2. 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.
3. The disclosure of trading in securities shall also include trading in derivatives of securities and traded value of the derivatives shall be taken into account. Provided that trading in derivatives of securities is permitted by any law for the time being in force.
4. The disclosures made under this Part shall be maintained by the Company, for a minimum period of five years, in such form as may be specified.

E.2 Disclosure by certain persons

1. Initial Disclosures

Every person, on appointment as a “Key Managerial Person” 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.

2. Continual Disclosures

- (i) Every Promoter, 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.10 lakhs or such other value as may be specified by the Board.
- (ii) The Compliance Officer shall notify the particulars of such trading to the Stock Exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

Explanation- It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-code, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause 2(i) above.

3. **Disclosures by other connected persons**

The Company may at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with this Code.

PART - F

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

F.1. The Company,

1. shall make prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. shall ensure uniform and universal dissemination of UPSI to avoid selective disclosure.
3. shall appoint Compliance Officer as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. shall make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. shall give appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
7. shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the website of the Company to ensure official confirmation and documentation of disclosures made.
8. shall ensure that all the unpublished price sensitive information are handled on a need-to-know basis.

F.2. The following shall be taken into account while determining 'legitimate purpose':

1. The term "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 the Regulations or the Code.

2. The following factors are to be taken into account when considering whether behavior is for “legitimate purposes”, and are indications that it is not:
 - (i) If the person has an actuating purpose behind the transaction to induce others to trade in, bid for or to position or move the price of, qualifying investment;
 - (ii) If the transaction was executed in a particular way with the purpose of creating a false or misleading impression.
 - (iii) If the person has another, illegitimate, reason behind the transactions, bid, or order to trade;
3. The following factors are to be taken into account when considering whether behavior is for “legitimate purpose”, and are indications that it is:
 - (i) If the transaction is pursuant to a prior legal or regulatory obligation owned to a third party;
 - (ii) If the transaction is executed in a way which takes into account the need for the market as a whole to operate fairly and efficiently;
 - (iii) If the transaction complied with the rules of the relevant prescribed markets or prescribed platform about how transactions are to be executed in a proper way.
 - (iv) Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of the Regulations and the Code and due notice shall be given to such persons by Designated Person who is sharing the information, to maintain confidentiality of such unpublished price sensitive information in compliance with the Regulations and the Code.”

PART – G

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES

G.1 Duties of Compliance Officer

- (i) He shall maintain a record of Designated Persons and any changes made therein.
- (ii) He may in consultation with the Chairman and shall as directed by the Board, specify the Prohibited Period from time to time and immediately make an announcement thereof to all concerned.
- (iii) He shall maintain a record of the Prohibited Period specified from time to time.
- (iv) He shall be responsible for setting forth policies, procedures and monitoring adherence to the rules for the preservation of ‘Price- Sensitive Information’, ‘pre-clearing of Designated Persons and their immediate relatives’ trades, monitoring of trades and implementation of this Code under the overall supervision of the Board of Directors of the Company.
- (v) He shall maintain records of all the declarations submitted in the appropriate form given by the Directors and Designated Persons for a minimum period of five years.
- (vi) He shall place before the Stakeholders Relationship Committee of the Board of Directors on a quarterly basis all the details of the dealing in the securities by the Designated Persons, Directors with relevant documents that such persons had executed under the pre-dealing procedure as envisaged in this Code, the compliance of which shall be reviewed annually by Audit Committee.

- (vii) He shall from time to time inform the Stock Exchanges of any price sensitive information on immediate basis, if mandatorily required.
- (viii) He shall intimate to all Stock Exchanges on which the securities of the Company are listed the relevant information received, if mandatorily required.
- (ix) He shall be responsible for overseeing and co-ordinating disclosure of price sensitive information to Stock Exchanges, analysts, shareholders and media and educating staff on disclosure policies and procedure.
- (x) He shall inform promptly to the Board of Directors or the Chief Executive Officer of any violation of the Regulations.

G.2. Preservation of "Price Sensitive Information"

Directors and Designated Persons shall maintain the confidentiality of all Price Sensitive Information. Directors/ Designated Persons shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company. Following practices should be followed in this regard.

1. Need to know

Unpublished Price Sensitive Information is to be handled on a "need to know" basis, i.e., Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of information.

2. Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and pass word, etc. Files containing confidential information should be deleted / destroyed after its use. Shredder should be used for the destruction of physical files.

G.3. Prohibition on dealing, communicating or counselling on matters relating to Insider Trading

No Insider shall –

1. either on his own behalf, or on behalf of any other person, trade in securities of the Company when in the possession of any UPSI;
2. communicate, counsel or procure, directly or indirectly any UPSI to any person. However these restrictions shall not be applicable to any communication required in the ordinary course of business or under any law.

G.4. Trading Restrictions

All Directors and Designated Persons of the Company shall be subject to trading restrictions as enumerated below:-

1. Trading Window

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

During such sensitive times, the Directors and Designated Persons will have to forego the opportunity of trading in the Company's securities.

The Directors and Designated Persons of the Company shall not deal in the securities of the Company when the trading window is closed. The period during which the trading window is closed shall be termed as prohibited period.

2. The trading window shall be, inter alia, closed at the time of:-

- (i) Declaration of financial results (quarterly, half-yearly and annual)
- (ii) Declaration of dividends (interim and final)
- (iii) Issue of securities by way of public/ rights/bonus, etc.
- (iv) Any major acquisition/ expansion plans or execution of new projects
- (v) Amalgamation, mergers, takeovers and buy-back
- (vi) Disposal of whole or substantially whole of the undertaking
- (vii) Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the securities of the Company;

3. The period of closure shall be effective from the date on which the Company sends intimation to the Stock Exchange advising the date of the Board Meeting, up to 48 hours after the Price sensitive information is submitted to the Stock Exchange.

In case of declaration of financial results, the Trading restriction period shall be effective from the end of every quarter till 48 hours after the declaration of financial results.

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

4. All Directors and Designated Persons of the Company shall conduct all their dealings in the securities of the Company only during the free period and shall not deal in any transaction involving the purchase or sale of the Company's securities during the prohibited periods or during any other period as may be specified by the Company from time to time.

G.5. Pre-clearance of trades

Any Director or Designated Persons (including immediate relatives) of the Company, who intend to trade in the securities of the Company during free period exceeding market price of Rs.50,000 or more shall require to pre-clear the transactions as per the pre-dealing procedure as described hereunder. The Compliance Officer is authorised to change the limit of market dealing of Rs.50,000 from time to time.

1. Pre dealing procedures

An application for pre-clearance of trade shall be made in Form 'A' to the Compliance Officer along with an undertaking in favour of the Company by such Director/ Designated Persons incorporating, inter alia, the following clauses, as may be applicable:

- (i) That the Director/ Designated Persons does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
- (ii) That in case the Director/ Designated Persons has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he or she shall inform the Compliance officer of the change in his position and that he or she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
- (iii) That he or she has not contravened the provisions of this Code or Regulations as amended from time to time.
- (iv) That he or she has made a full and true disclosure in the matter.
- (v) The Compliance Officer shall on receiving an application provide the Director/ Designated Persons with an acknowledgement on the duplicate of the application.
- (vi) The Compliance Officer shall grant approval within 2 days from the date of acknowledgement.
- (vii) The Compliance Officer shall retain copies of all applications and acknowledgements.
- (viii) In exceptional circumstances consent may not be given if the Compliance officer is of the opinion that the proposed trade is on the basis of possession of any unpublished Price sensitive information. There shall be no obligation to give reasons for any withholding of consent.
- (ix) If so requested by the Compliance Officer, Director/ Designated Persons must ensure that his stockbroker is authorised to disclose to the Company all matters relevant to his share dealings.

2. Other restrictions

The Director/ Designated Persons shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval is given, the Director/ Designated Persons must pre clear the transaction again.

The Director/ Designated Persons shall hold their investments in securities for a minimum period of six months irrespective of mode of acquisition in order to be considered as being held for investment purposes. The Director/ Designated Persons permitted to trade shall not be permitted to execute a contra trade within a period of six months from the date of said trade.

Provided that this shall not be applicable for trades pursuant to exercise of stock options. In case the sale of securities is necessitated by personal emergency, the Compliance Officer may waive the holding period after recording in writing his or her reasons in this regard. An application for waiver of holding period shall be made to the Compliance Officer in Form 'B'.

G.6. Annual Disclosures

In addition to disclosures mentioned under Part E of this Code, all Directors and Designated Persons of the Company shall be required to forward following details of their Securities transactions, including the holdings of immediate relatives, to the Compliance officer:

- (i) All holdings in securities of the Company at the time of joining the Company in **Form C**;
- (ii) In respect of existing Directors and Designated Persons, all holdings in securities of the Company as on the date specified by the Compliance Officer in **Form D**.
- (iii) Annual statement of all holdings in securities of the Company in **Form 'E'** as on March 31 of each year, before April 15 of that year.
- (iv) Name, Permanent Account Number or any other identifier authorized by law, phone, mobile and cell numbers of immediate relatives and persons with whom designated persons shares a material financial relationship, on an annual basis and when the information changes in **Form 'F'**.

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."

G.7. Records of disclosures received by the Company

The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the Directors and Designated Persons for a minimum period of five years.

The Compliance Officer shall place before the Stakeholders' Relationship Committee of the Board of Directors, on a quarterly basis all the details of the dealing in the securities by the Director/ Designated Persons of the Company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this Code.

G.8. Awareness

The Company is having a process for how and when people are brought 'inside' on sensitive transactions. Individuals shall be made aware of the duties and responsibilities attached to the receipt of inside information and the liability that attaches to misuse or unwarranted use of such information.

G.9. Mechanism for prevention of Insider Trading

1. The Chief Executive Officer/ Managing Director/ Whole-time Director/ Compliance officer of the Company, authorized to put in place adequate and effective system of internal controls to ensure compliance with the requirements given in the regulations and the Code to

prevent insider trading, including following:

- (i) Identification of designated employees who have access to unpublished price sensitive information;
 - (ii) Identification of all the unpublished price sensitive information and ensuring its confidentiality;
 - (iii) putting restrictions on communication or procurement of unpublished price sensitive information;
 - (iv) maintaining lists of all employees and other persons with whom unpublished price sensitive information is shared and signing of confidentiality agreements or serving of notice to all such employees and persons;
 - (v) compliance of all other relevant requirements specified under the regulations or the Code;
 - (vi) periodic process review to evaluate effectiveness of internal controls.
2. The Chief Executive Officer/ Managing Director/ Whole-time Director/ Compliance officer of the Company, shall submit certificate to the Board for compliance provisions of Regulations with respect to adequate and effective system of internal control.
 3. The Audit Committee of the Company shall review compliance with the provisions of the regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
 4. Following policies and procedures shall be followed for inquiry in case of leak or suspected leak of UPSI:-
 - (i) A Committee designated as "UPSI Monitoring Committee" comprising three members viz. Whole-time Director / Chief Executive Officer, Chief Financial Officer and the Company Secretary, shall conduct the due process of enquiry and impose penalty and /or take disciplinary actions against the concerned insider / designated person or other person.
 - (ii) Upon receipt of information or becoming aware of leak or suspected leak of UPSI, the Compliance Officer shall identify the suspected designated person and / or the Head of Department / In-charge on the basis of nature of UPSI promptly.
 - (iii) The Compliance Officer shall serve a notice in writing promptly to the suspected designated person and / or the Head of Department / In-charge with a copy to UPSI Monitoring Committee, upon receipt of information or becoming aware of leak or suspected leak of UPSI or within such time period as it may deem reasonable, seeking explanation / clarifications in writing.
 - (iv) The reply received from the suspected designated person and / or the Head of Department / in-charge, shall be placed promptly before the UPSI Monitoring Committee and if required, the concerned person shall be asked to appear before Committee.
 - (v) If the concerned person fails to provide explanation / clarification and / or fails to appear before the Committee without sufficient cause, the Committee may pass an

ex-parte order.

- (vi) While conducting the inquiry, the Committee shall have authority to call upon such witnesses / evidences as it may deem appropriate, and provide a reasonable opportunity of being heard to the respondent.
- (vii) On completion of the inquiry, the Committee will prepare a report of its findings and recommendations for action to be taken by the Company.
- (viii) the Committee's recommendations and action by the Company
- (ix) In the event the respondent is found guilty of sharing UPSI, depending upon the gravity of the offence and without prejudice to other legal recourse , the Committee may recommend any of following disciplinary action(s) to be taken against the concerned person(s)
 - Withhold Salary and other benefits or perquisites
 - Suspension or termination of employment
 - Withhold promotion / increment / bonus, etc.
 - Transfer to other department / group of companies
 - Impose any monetary penalty / recovery of monetary damages
 - Any other recommendations as it may deem fit.
- (x) Notwithstanding any action taken against the concerned person(s), the Committee may recommend legal recourse to be taken against the outside person(s), who is in receipt of UPSI or has been benefited from such UPSI.
- (xi) In consultation with the Board of Directors or the Chief Executive Officer, the Compliance Officer shall inform the Board promptly about such leaks, inquires and result of such enquiry.

G.10. Penalty for contravention of this Code

Any Director/ Designated Persons, who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action will be taken by the Company.

Designated Persons of the Company who violate this Code shall also be subject to disciplinary action by the Company, which may include wage salary freeze, suspension, withholding of promotions, etc. The action by the Company shall not preclude Board from taking any action in case of violation of the Regulations.

G.11. Information to Board in case of violation of the Regulations

In consultation with the Board of Directors or the Chief Executive Officer, the Compliance Officer shall inform the Board or the Chief Executive Officer promptly about the violation of the Regulations.

Form A

Application for Pre-clearance of trading in securities of the Company (in terms of Clause 1 of G.5 of the Code)

From

Name:-

Designation:-

DIN/ Employees Code:- PAN :-

Address:-

To

The Compliance Officer

Sanathnagar Enterprises Limited

Mumbai

Date:-

Sir,

With reference to above, I wish to inform you that I want to purchase/ sale _____ equity shares/ other securities of the Company from the open market/ private arrangement, details of the same are as mentioned below :-

Sr. No.	Heading	Particulars
1.	Existing holding of the shares/ other Securities	
2.	Folio No./ DP_ID and CL_ID	
3.	Nature of new transaction : Sale / Purchase	
4.	Quantity want to purchase/ Sale	
5.	Price at which you want to purchase/ Sale	
6.	Estimated consideration	
7.	Mode of transaction – private / Open market	
8.	Purpose of Purchase / Sale	
9.	In whose name (with relation) the transactions will take place	

I/ We declare that I/ we have complied with the requirements of Company's "Code of practices and procedures and code of conduct to regulate, monitor and report trading in securities and fair disclosure of unpublished price sensitive information" based on the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. I am executing an Undertaking as required and enclosed herewith.

You are requested kindly to give your permission to trade in the equity shares/ other securities of the Company as requested above.

Signature: _____

Name: _____

Encl. Duly executed Undertaking.

**Undertaking
(in terms of Clause 1 of G.5 of the Code)**

From

Name:-

Director / Designated Persons: Designation:-

DIN/ Employees Code:-

PAN :-

Address:-

To

Date:-

The Compliance Officer

Sanathnagar Enterprises Limited

Mumbai

Sir,

With reference to my application datedfor pre-clearance of trade for purchase/ Sale of equity shares/ other Securities of the Company, I confirm, declare and undertake as follow :-

1. That I neither have any access to nor have received any "Price- sensitive information" upto the time of signing the Undertaking.
2. That in case I get access to or receive "Price- sensitive information" after the signing of the Undertaking but before the execution of the transaction, I shall inform you of the change in my position and I shall completely refrain from trading in the securities of the Company till such information becomes public.
3. That I have not contravened the Code of practices and procedures and code of conduct to regulate, monitor and report trading in securities and fair disclosure of unpublished price sensitive information pursuant to the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Code) as notified by the Company from time to time.
4. That I hereby confirm that I abide by the provisions of Clause 2 of G.5 of the Code with regard to time norms for execution and holding of securities.

I hereby solemnly declare that I have made a full and true disclosure in this regard to the best of my knowledge and belief.

Signature:

(Name: _____)

Form B

Application for waiver of holding period (in terms of Clause 2 of G.5 of the Code)

From

Name:-

Director / Designated Persons: Designation:-

DIN/ Employees Code:- PAN :-

Address:-

To

The Compliance Officer

Sanathnagar Enterprises Limited

Mumbai

Date:-

Sir,

With reference to above, I wish to inform you that I had purchased _____ equity shares / other Securities of the Company on _____, the details are as mentioned below:-

Sr. No.	Heading	Particulars
1.	No. of equity shares/ other Securities purchased	
2.	Folio No./ DP_ID and CL_ID	
3.	Date of purchase and price of purchase	
4.	From whom purchased (in case of off market purchase)	
5.	Existing total holding	
6.	Quantity want to sale	
7.	Reason for early selling	
8.	Price at which you want to sale	
9.	Mode of transaction – private / Open Market	

I understand that as provisions of the “Code of practices and procedures and code of conduct to regulate, monitor and report trading in securities and fair disclosure of unpublished price sensitive information” pursuant to the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Code), I need to hold this Investment for a minimum period of six months, but, due to reason as mentioned above, I need to sale the same before prescribed period.

You are requested kindly to give your permission to sale aforesaid Securities as requested.

Signature:

(Name: _____)

Form C

Form for initial disclosure of holdings of equity shares/ other securities of the Company (in terms of Clause G.6 (1) of Code)

From
Name:-
Director / Designated employee: Designation:-
DIN/ Employees Code:- PAN :-
Address:-

To
The Compliance Officer
Sanathnagar Enterprises Limited
Mumbai

Date:-

Sir,
With reference to above, I wish to inform you that I have joined the Company w.e.f. _____ as (Director/ Designated Persons) and have read the "Code of practices and procedures and code of conduct to regulate, monitor and report trading in securities and fair disclosure of unpublished price sensitive information" pursuant to the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Code) of the Company and declare that I along with my immediate relatives are holding equity shares/ other Securities of the Company as follows :-

1. Statement of holdings in my name:

Name	Folio No./ DP ID/ Client ID	No. of Securities	Date on which purchased/acquired

2. Details of Securities held by my immediate relatives:

Name & PAN of relative	Relationship	Folio No./ DP ID/ Client ID	No. of Securities	Date on which purchased/ acquired

Additional Information:

- a. Name of Immediate Relatives: _____
- b. Name of persons with whom shares a material financial relationship: _____
- c. Phone, mobile and cell numbers: _____
- d. The Name of educational institutions from which I have graduated: _____
- e. Name of past employers: _____

I also confirm that whatever I have declared above is true and I or my immediate relatives are not holding any other Securities of the Company.

Signature:

(Name: _____)

FORM D

Form for disclosure of existing holdings of equity shares/ other securities of the Company
(in terms of Clause G.6(b) of Code)

From

Name:-

Director / Designated Persons: Designation:-

DIN/ Employees Code:-

PAN

Address:-

Date:-

To

The Compliance Officer

Sanathnagar Enterprises Limited

Mumbai

Dear Sir,

With reference to above, I wish to inform you that I am working as _____ (Director/ Designated Persons) and declare that have read the "Code of practices and procedures and code of conduct to regulate, monitor and report trading in securities and fair disclosure of unpublished price sensitive information" pursuant to the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015" (Code) of the Company and declare that I along with my immediate relatives are holding equity shares/ other Securities of the Company as follows :-

I Statement of holdings in my name:

Name	Folio No./ DP ID/ Client ID	No. of Securities	Date on which

II Details of Securities held by my immediate relatives:

Name of Relative and PAN	Relationship	Folio No./ DP ID/ Client ID	No. of Securities	Date on which purchased

Additional Information:

- Name of Immediate Relatives: _____
- Name of persons with whom shares a material financial relationship: _____
- Phone, mobile and cell numbers: _____
- The Name of educational institutions from which I have graduated: _____
- Name of past employers: _____

I also confirm that whatever I have declared above is true and I or my immediate relatives are not holding any other Securities of the Company.

Signature:

Name: _____)

FORM E
Form for Annual disclosure of holdings of equity shares/ other securities of the Company
(in terms of Clause G.6(d) of Code)

From
Name:
Director / Designated Persons: Designation:
DIN/ Employee's Code:
PAN:
Address:

To
The Compliance Officer
Sanathnagar Enterprises Limited
Mumbai

Date:-

Sir,

With reference to above, I wish to inform you that I along with my immediate relatives am holding equity shares/ other Securities of the Company as follows:

I. Details of holdings in my name:

Name	No. of Securities held on 01.04.	No. of Securities bought during the year	No. of Securities sold during the year	No. of Securities held on 31.03._	Folio No./ DP ID/ Client ID

II. Details of holdings in the name of immediate relatives:

Name of Relative and PAN	Relationship	No. of Securities Held on 01.04	No. of Securities bought during the year	No. of Securities Sold During the year	No. of Securities Held On 31.03	Folio No./DP ID/ CL_ID

I/ We declare that I/ we have complied with the requirements of Company's "Code of practices and procedures and code of conduct to regulate, monitor and report trading in securities and fair disclosure of unpublished price sensitive information" pursuant to the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 pertaining to the minimum holding period of six months with respect to the Securities purchased during the year.

Signature:

(Name: _____)

FORM F

Form for Annual disclosure of details of Immediate Relatives and persons with whom designated persons shares a material financial relationship (in terms of Clause G.6(e) of Code)

From

Name:-

Director / Designated Persons: Designation:-

DIN/ Employee's Code:- PAN :-

Address:-

Date:-

To

The Compliance Officer

Sanathnagar Enterprises Limited

Mumbai

Sir,

With reference to above, I wish to inform you the details of my immediate relatives and persons with whom I share a "material financial relationship" as follows:

Sr No	Particulars	Details
1	Name	
2	Permanent Account No	
3	Phone, Mobile and cell Nos	

Signature:

(Name: _____)

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."
