CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION POLICY

SHREE SIDDHIVINAYAK GREENTECH INDUSTRIES LIMITED ("**The Company**") is committed to fair disclosure of information about the Company without advantage to any particular person(s). The Company will adhere tothe following principles for fair disclosure of Unpublished Price Sensitive Information relating to the Company and/ or its securities without diluting the provisions specified in SEBI (Prohibition of Insider Trading Regulations), 2015, ("**Insider Trading Regulations**").

1. The Company shall make prompt public disclosure of unpublished price sensitive information that would impact bprice discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

2. The Company shall make uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure by disclosing the information to Stock exchanges immediately, and simultaneously uploading the same on the Company's website.

3. In case of selective disclosure of Unpublished Price Sensitive Information inadvertently or otherwise, the Company shall make prompt dissemination of such Unpublished Price Sensitive Information to ensure that such information is generally available.

4. The Company shall ensure that information shared with analysts and research personnel is not Unpublished Price Sensitive Information.

5. The Company Secretary & Compliance Officer of the Company shall act as the Chief Investor Relations Officer of the Company under SEBI (Prohibition of Insider Trading) Regulations, 2015 to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.

6. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.

7. The Company shall take reasonable steps to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences and ensure the same are uploaded on the Company's official website to ensure official confirmation and documentation of disclosures made.

8. Unpublished Price Sensitive Information shall be handled on a "need-to-know" basis i.e. Unpublished Price Sensitive Information shall be disclosed only to those within the Company, who need the information to discharge their duty.

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CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS

1. PREAMBLE

1.1. The Company endeavors to preserve the confidentiality of Unpublished Price Sensitive Information and to prevent the misuse of such information. The Company is committed to transparency, fairness in dealing with all the stakeholders and in ensuring adherence to all laws and regulations in force.

1.2. The Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015,(the "**Regulations**"), which replace the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended, make it mandatory for every public listed company to lay down a code of conduct for regulating, monitoring and reporting of insider trading by employees of the Company, including directors, and other "connected persons" (as defined in the Regulations), in relation to the securities of the Company (this "**Code**" or the "**Code**").

1.3. This Code is applicable to every Designated Persons and Connected Person of the Company and their Immediate Relatives (as defined in the Regulations), and each such Person has a duty to safeguard the confidentiality of all information obtained, including during the course of his or her employment at the Company.

2. DEFINITIONS AND INTERPRETATIONS

This Code shall be interpreted as follows:

2.1. Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be or in any amendment thereto.

2.2. this Code can be modified/amended/altered only by the Board of Directors subject to the condition that such alteration shall not be inconsistent with the provisions of the Regulations.

2.3. reference to a statute or a statutory provisions includes to the extent applicable at any prevalent time: (a) that statute or statutory provision as from time to time consolidated, modified, re-enacted, replaced by any statute or statutory provision; and (b) any subordinate legislation or regulation made under the relevant statute or statutory provision;

2.4. Unless the context otherwise requires, all words (whether gender specific or gender neutral) shall be deemed to include each of the masculine, feminine and neuter genders and words importing the singular include the plural and vice- versa; and

2.5. Any reference to a person includes any individual, firm, corporation, partnership, company, trust, association, joint-venture, government or agency or political subdivision thereof or other entity of any kind, whether or not having separate legal personality. A reference to any person in this Code shall when the context permits include such person's executives, administrators, heirs, legal representatives and permitted successors and assigns.

3. COMPLIANCE OFFICER

3.1. The Company has designated the Company Secretary as the Compliance Officer. The Compliance Officer shall report to the Board of the Company and shall provide reports annually to the Chairman of the Board.

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3.2. The Compliance Officer shall be responsible for, *inter alia*, the following;

3.2.1. maintenance of records required under the Regulation including (i) the record of Designated Employees substantially in the format set out in Annexure I hereto and any changes made in the list of Designated Employees; and (ii) a record of declarations for a minimum period of five years;

3.2.2. in consultation with the Chairman of the Company and as directed by the Board, the specification and announcement of a trading window Closure (Prohibited Period);

3.2.3. maintenance of record of trading window Closure specified from time to time; and

3.2.4. Setting forth policies, procedures, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, approval of the trading plan pre-clearance application from Designated Persons, monitoring of trading and the implementation of this Code under the overall supervision of the Board.

4. UNPUBLISHED PRICE SENSITIVE INFORMATION

Preservation of Unpublished Price Sensitive Information

4.1. Designate Persons shall maintain the confidentiality of all Unpublished Price Sensitive Information and 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.

4.2. All information is to be handled within the Company on a "need-to-know" basis and no Unpublished Price Sensitive Information should be communicated to any person except in furtherance of the Insider's legitimate purposes, performance of duties or discharge of his legal obligations.

Limited access to confidential information

4.3. Files containing confidential information shall be kept secured. Computer files must have adequate security of login and password, etc. Files containing confidential information should be deleted/destroyed after its use. No such related documents should be kept lying at any place accessible to other employees/persons.

4.4. If any Designated Person wants to cross the "Chinese Wall", they shall seek permission from the Compliance Officer in writing stating the reasons/justification for doing so, which permission shall be obtained from the Board. The Compliance Officer shall require such Designated Person to produce an undertaking that the information will not be shared with any other person except as permitted and neither he nor the person with whom the information is shared or their Immediate Relatives shall trade in or induce others to trade in the Securities of the Company.

5. PROHIBITION OF INSIDER TRADING

Prohibition

5.1. No insider shall:

5.1.1. Trade in Securities of the Company, either on their own behalf or on behalf of any other person when in possession of any Unpublished Price Sensitive Information; or

5.1.2. Communicate, provide or allow access to any Unpublished Price Sensitive Information or Securities listed or proposed to be listed to any person including other insiders except where such communication is for legitimate purposes, performance of duties or discharge of legal obligations.

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Trading plan

5.2. 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 and subject to the Regulations.

Trading Restrictions

5.3. Designated Persons shall not indulge in Trading during a Prohibited Period.

5.4. The events trigger a window closure and the duration shall be as prescribed under the Code.

5.5. Designated Persons shall undertake trading only when the trading window is open and shall not trade during the Prohibited Periods or all other periods when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information.

5.6. The Compliance Officer shall confidentially maintain a list of Securities as a "restricted list" which shall be used as a basis for approving or rejecting applications for preclearance of trades.

5.7. The Trading Window and Prohibited Period 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.

5.8. Options under an ESOP may be exercised during a Prohibited Period. However, sale of Securities allotted on exercise of such options shall not be allowed during a Prohibited Period.

Pre-clearance or Pre-dealing of Trading

5.9. Designated Persons who intends to undertake trading when the trading window is open, exceeds the limit as prescribed by the Company in a single day, shall pre-clear the transactions as per pre-dealing procedure as described below. In case of change in face value of share of the Company in future, the limit for taking pre-clearance shall change accordingly. No Designated Person shall be entitled to apply for pre-clearance of any proposed trade if such Designated Person is in possession of Unpublished Price Sensitive Information even if the Trading Window is not closed.

5.10. An application for pre-clearance of trading shall be made out to the Compliance Officer substantially in the form set out in Annexure III.

5.11. The application shall incorporate, *inter alia*, the following clauses:

5.12.1. the estimated number of securities that the Designated Person 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 the Compliance Officer.

5.12.2. An undertaking (as per Annexure IV) shall be executed in favour of the Compliance Officer and the Company, by such Designated Person which shall *inter alia* state that the applicant is not in possession of any Unpublished Price Sensitive Information.

5.12. The Compliance Officer shall on receiving an application for pre-clearance provide the relevant Designated Person with an acknowledgement on receipt of the application.

5.13. If the application for pre-clearance has been duly completed in accordance with Annexure III and Annexure IV, the Compliance Officer shall grant approval, at his sole discretion, within (2)

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5.14. The Compliance Officer shall retain copies of all applications and acknowledgements.

Other Restrictions

5.15. Within one week of the grant of pre-clearance approval, the relevant Designated Person shall complete the proposed transaction in respect of which such approval was granted. If such transaction is not completed within the period of one week, the relevant Designated Person must seek a fresh pre-clearance in accordance with the Code.

5.16. The Designated Person shall make declarations of pre-clearance transactions substantially in the form set out in Annexure VI. Even in cases where the transaction has not been undertaken, the same should be reported by the Designated Person in the above format together with reasons for non-execution of the trade. The Compliance Officer shall maintain a record of the reasons provided in relation to the non-execution of trades by Designated Persons who have secured pre-clearance.

5.17. Designated Persons who trade in any Securities of the Company shall not execute a contra trade during the next six months following the prior transaction. To the extent permitted under the Regulations, the Compliance Officer may, in his discretion, grant relaxations from this restriction for reasons to be recorded in writing provided that such relaxation does not violate the Regulations. In case a contra trade is executed inadvertently or otherwise in violation of such restriction the profit from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India for credit to the investor protection and education fund administered by the Board under the SEBI Act. In case of subscription for Securities in the primary market (IPO) and to the extent required under the Regulations, Designated Persons shall hold their investments for a minimum period of 30 days commencing from the allotment of the relevant Securities to such Designated Persons.

5.18. For the avoidance of doubt, equity shares allotted or granted to designated employees pursuant to an ESOP shall not be subject to the restrictions on holding securities prescribed herein.

6. <u>DISCLOSURES</u>

6.1 Initial Disclosure

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

6.2 Continual Disclosure

Every promoter member of the promoter group, designated person and director of every company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified;

6.3 Disclosure by the Company to the Stock Exchange(s):

The company shall notify the particulars of such trading as mentioned in clause 6.2 to the stock exchange on which the securities are listed within two trading days of receipt of the

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disclosure or from becoming aware of such information.

7. RECORDS OF DISCLOSURES RECEIVED BY THE COMPANY

7.1. The Compliance Officer shall maintain records of all declarations in the appropriate form made by the Designated Persons for a minimum period of five years. The Compliance Officer shall also maintain a record of the Designated Employees and any changes made in the list of the Designated Employees.

7.2. The Compliance Officer shall place before the Managing Director of the Company on a monthly basis, all the details of the dealing in the Securities by the Designated Persons of the Company together with the accompanying documents provided by the Designated Persons in accordance with this Code.

8. PENALTIES FOR CONTRAVENTION

8.1. Specified persons who violate the Code shall be subject to appropriate Disciplinary Action.

8.2. The Disciplinary Action taken by the Company shall not preclude SEBI from taking any action if a violation of this Code also results in a violation of the Regulations.

9. INFORMATION

Where there is a violation of the Regulations, the Compliance Officer or the Company shall immediately inform SEBI about such violation.

10. GENERAL

All Specified Persons are advised to review this Code and the Regulations carefully and acquaint themselves with all the provisions contained therein.

The Format of declaration, undertaking, application, intimation as per Annexure I to Annexure VI shall be obtained from Compliance officer as and when required.

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