

SANGHI INDUSTRIES LIMITED

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED
PERSONS IN RESPECT OF SECURITIES OF THE COMPANY AND CODE OF PRACTICES
AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE
INFORMATION**

(Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 read
with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018)

1. Introduction:

The Board of Directors of Sanghi Industries Limited ('the Company') has formulated and approved this Code of Conduct in terms of Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015 for regulating, monitoring and reporting of trading in Company's securities by the insiders.

The Board of Directors of the Company has also formulated and approved a Code of practices and procedures for fair disclosure of unpublished price sensitive information in terms of Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015.

2. Definitions:

2.1 "**Act**" means the Securities and Exchange Board of India Act, 1992.

2.2 "**Board**" means the Securities and Exchange Board of India.

2.3 "**Board of Directors**" means the Board of Directors of the Company.

2.4 "**Code**" or "**Code of Conduct**" shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by designated persons of Sanghi Industries Limited as amended from time to time.

2.5 "**Compliance Officer**" means Company Secretary of the Company, or such other senior officer appointed by the Board of Directors of the Company who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.

2.6 "**Connected Person**" means:

- (i) any person who is or has during the six months prior to the concerned act, been associated with the company, directly or indirectly, in any capacity, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,

- (a) an immediate relative of connected persons specified in clause (i); or
- (b) a holding company or associate company or subsidiary company; or
- (c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
- (d) an investment company, trustee company, asset management company or an employee or director thereof; or
- (e) an official of a stock exchange or of clearing house or corporation; or
- (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- (g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- (h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- (i) a banker of the Company; or
- (j) a concern, firm, trust, hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

2.7 **"Dealing in Securities"** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

2.8 **"Designated person"** shall mean and include:

- (i) Employees of the company (including Directors and Key Managerial Personnel), intermediary or fiduciary designated on the basis of their functional role or access to unpublished price sensitive information in the organization by its board of directors or analogous body;
- (ii) Employees of material subsidiaries, if any, of the Company designated on the basis of their functional role or access to unpublished price sensitive information in the organization by its board of directors;
- (iii) All promoters of the companies and promoters who are individuals or investment companies for intermediaries or fiduciaries;
- (iv) Chief Executive Officer and employees upto two levels below Chief Executive Officer of the company, intermediary, fiduciary and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
- (v) Any support staff of the company, intermediary or fiduciary such as IT staff or secretarial staff who has access to unpublished price sensitive information.

- 2.9 **"Director"** means a member of the Board of Directors of the Company.
- 2.10 **"Employee"** means every employee of the Company including the Directors in the employment of the Company.
- 2.11 **"Generally available Information"** means information that is accessible to the public on a non-discriminatory basis.
- 2.12 **"Immediate Relative"** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
- 2.13 **"Insider"** means any person who is,
(i) a connected person; or
(ii) in possession of or having access to unpublished price sensitive information, including persons having such information for legitimate purpose.
- 2.14 **"Key Managerial Personnel"** means person as defined in Section 2(51) of the Companies Act, 2013.
- 2.15 **"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.
- 2.16 **"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:
- 2.17 **"Regulations"** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- 2.18 **"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;

- 2.19 **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 2.20 **"Threshold limit"** means the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregating to a traded value in excess of Rupees Ten Lakhs.
- 2.21 **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- 2.22 **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;
- 2.23 **"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:
- (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
 - (v) changes in key managerial personnel

Words and expressions used and not defined in this regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made there under shall have the meanings respectively assigned to them in those legislation.

3. Role of Compliance Officer:

- 3.1 The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

- 3.2 The Compliance Officer will ensure compliance with the SEBI Regulations for prevention of Insider Trading. The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee and the Board of Directors at such frequency as may be stipulated by the Board of Directors atleast once in year.
- 3.3 The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and this Code of Conduct.

4. Preservation of "Unpublished Price Sensitive Information:

- 4.1 All information shall be handled within the Company on a need-to-know basis and no Insider shall communicate, provide or allow access to any unpublished price sensitive information relating to the Company or its securities listed or proposed to be listed to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 4.2 No person covered by this code shall procure from or cause the communication by any Insider of unpublished price sensitive information, relating to the Company or its securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 4.3 As permitted under the Regulations, unpublished price sensitive information 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 of the listed Company is of informed opinion that sharing of such information is in the best interests of the Company; or
 - (ii) not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of the listed Company is of the informed opinion that sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

However, 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 limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

4.4 The board of directors shall ensure that a structured digital database is maintained containing the name of such persons or entities as the case may be with whom information is shared under this regulation 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 stamping and audit trails to ensure non- tampering of the database.

5. Need to know:

- (i) "need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those 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.
- (ii) All non-public information directly received by any employee should immediately be reported to the head of the department.

6. Limited access to confidential information:

Files containing confidential information shall be kept secure. Computer files must have adequate security of Login ID and password, etc.

7. Prevention of misuse of "Unpublished Price Sensitive Information:

7.1 No insider shall trade in the securities of the Company that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information: Provided that as recognized under the Regulations, insider may prove his innocence by demonstrating the circumstances including the following :-

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

Provided that such unpublished price sensitive information was not obtained under sub-regulation (3) of regulation 3 of these regulations.

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

- (ii) the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained by either person under sub-regulation (3) of regulation 3 of these regulations.

- (iii) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

- (iv) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

- (v) in the case of non-individual insiders: – (a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and (b) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

- (vi) the trades were pursuant to a trading plan set up in accordance with para 7.3 hereunder

7.2 In the case of connected persons the onus of establishing that they were not in possession of unpublished price sensitive information shall be on such connected persons and in other cases the onus would be on the Board of Directors.

7.3 Trading Plans

7.3.1 An insider shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

7.3.2 Such Trading Plan shall:

- (i) not entail commencement of trading on behalf of the Insider earlier than six months from the public disclosure of the plan;
- (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- (iii) entail trading for a period of not less than twelve 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 the Company's 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 for market abuse.

- 7.3.3 The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for the violation of these regulations and shall be entitled to seek express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of this Regulations.

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

Provided further that trading window norms and restrictions on contra trade shall be applicable for trades carried out in accordance with an approved trading plan.

- 7.3.4 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.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation of the plan and shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

- 7.3.5 Upon approval of the trading plan, the compliance officer shall notify the plan to the Stock Exchanges on which the securities are listed.

8. Trading Window and Window Closure:

- 8.1 (i) The trading period, i.e. the trading period of the stock exchanges, called 'trading window', is available for trading in the Company's securities.
- (ii) The trading window shall be, inter alia, closed 7 days (or such period as the Compliance Officer determines that a Designated Person or his/her Immediate Relatives or any Connected Person can reasonably be expected to have possession of Unpublished Price Sensitive Information) prior to and during the time the unpublished price sensitive information is published.

(iii) When the trading window is closed, the Designated Persons and their immediate relatives shall not trade in the Company's securities in such period.

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

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

8.2 The Compliance Officer shall intimate the closure of trading window to all the designated persons of the Company when he determines that a specified person or class of specified persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

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

8.3 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.

9. Pre-clearance of trades:

9.1 All designated persons, who intend to trade in the Company's securities should obtain pre- clearance from the Compliance Officer, if the value of the proposed trades exceed the threshold limit.

- 9.2 No specified persons, shall be entitled to apply for pre-clearance of any proposed trades if such specified persons is in possession of Unpublished Price Sensitive Information even if the Trading Window is not closed.
- 9.3 Applications seeking pre-clearance should be made in the prescribed form to the Compliance Officer. (Annexure-A)
- 9.4 Once pre-clearance is given for a transaction the trade should be executed by the designated persons within seven trading days from the date of the pre-clearance. If the trade is not executed within the period stipulated as aforesaid, the designated persons must obtain a fresh pre-clearance.
- 9.5 Any person required to obtain pre-clearance shall file the details of the transactions in the prescribed form with the Compliance Officer within 30 days of the exercise of the trade. Even in cases where the transaction has not been undertaken, the same should be reported in the above form. (Annexure-B)

10. Minimum Holding Period and No Contra trade for six months:

- 10.1 A designated person who buy or sell any number of securities of the Company, shall not enter into any contra trade i.e. sell or buy as the case may be, of any number of such securities during the next six months period following the prior transaction except trades executed pursuant to exercise of stock options, however compliance officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations.
- 10.2 In case of subscription in the primary market (i.e. initial or follow on public offers) which includes securities allotted against Employee Stock Options, the insiders shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.
- 10.3 In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance officer upon receipt of an application from such specified persons and after recording in writing the reasons in this regard, the application has to be made in the prescribed form. (Annexure C)

11. Disclosure requirements for transactions in securities:

Initial Disclosure

- 11.1 Every Promoter, Key Managerial Personnel and Director of the Company, within thirty days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of immediate relatives in the prescribed format.
- 11.2 Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter in the prescribed format.

Continual Disclosure

- 11.3 Every promoter, member of promoter group, designated person and director of the Company shall disclose to the Company in the prescribed format, 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 lakhs rupees or such other value as may be specified.

The disclosure shall be made within 2 trading days of:

- (a) the receipt of intimation of allotment of shares, or
- (b) the acquisition or sale of shares or voting rights, as the case maybe.

12. Disclosure by the Company to the Stock Exchange(s):

- 12.1 Within 2 trading days of the receipt of intimation or from becoming aware of such information under para 11.3, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information so received.

12.2 The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / specified persons for a minimum period of five years.

13. Disclosures by Designated person and other connected persons:

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

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

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

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

14. Penalty for contravention of the code of conduct:

14.1 Every Designated Person, Connected Person and Insider shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).

14.2 Any Designated Person, Connected Person and Insider who trades / deals in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.

14.3 Designated Person, Connected Person and Insider who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc. The penalties/ disciplinary action will be decided by the Board of Directors / Committee of the Board of Directors based on reports submitted by the Compliance Officer.

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

14.5 In addition to the action which may be taken by the Company, the persons violating the Regulations or this Code shall also be subject to action under SEBI Act.

15. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information:

The principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is set out hereunder:

1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
3. Communication of any unpublished price sensitive information to any person for the furtherance of legitimate purpose, trades pursuant to exercise of stock options.
4. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
5. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

6. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
7. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
8. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
9. Handling of all unpublished price sensitive information on a need-to-know basis.
10. Monitoring and regulating trading of designated persons of Intermediaries and Fiduciaries.

16. POLICY ON DETERMINING THE LEGITIMATE PURPOSE

This policy is framed as per Regulation 3 (2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Objective of the Policy:

It is intended to cast an obligation on all insiders who are essentially persons in possession of unpublished price sensitive information to handle such information with care and to transact such information strictly on need to know basis.

No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

It is intended to impose a prohibition on unlawfully procuring possession of unpublished price sensitive information. Inducement and procurement of unpublished price sensitive information not in furtherance of one's legitimate duties and discharge of obligations would be illegal under this provision.

For the purpose of this policy the term **"legitimate purpose"** shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the regulations.

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

The Board of Directors of the Company are authorized to periodically review the policy and make such changes as considered necessary from time to time.

This policy forms part of "Code of Fair Disclosure and Conduct" formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

17. Jurisdiction

In the event of any dispute arising from the provisions of the Code or its interpretation, the same shall be subject to the jurisdiction of Courts in Ranga Reddy District, Telangana.

18. General

The decision of the Board of Directors with regard to any or all matters relating to this Code shall be final and binding on all concerned. The Board of Directors shall have the power to modify, amend or replace this Code in part or full, as may be thought fit from time to time in their absolute discretion.

The Prohibition of Insider Trading Code was made effective from 15th May 2015 and subsequently amended in compliance of SEBI (Prohibition of Insider Trading) Regulations, Amendment, 2018 which was approved by the Board of Directors in its Meeting held on 6th February, 2019 and same shall be deemed to have come into force w.e.f. 1st April 2019.

SANGHI INDUSTRIES LIMITED
APPLICATION FOR PRE-CLEARANCE TO DEAL IN SECURITIES
(Clause 9.3 of the Code)

To: The Compliance Officer

From:

Name of the Insider _____

Designation _____

EmployeeCode _____

Department _____

Location _____

I hereby give notice that I propose to carry out the following transaction:

Transaction Purchase	Sale / No. of Shares proposed to be bought / sold	DP & Client Id No (in case of Demat)

UNDERTAKING

I hereby undertake and confirm:

(a) that I do not have any access or I am not in possession of any unpublished price sensitive information up to the time of signing this undertaking.

(b) that in case I have access to or receive any price sensitive information after the signing of this undertaking but before the execution of the transaction, I shall inform the Compliance Officer of the change in my position and that I would completely refrain from dealing in the securities of the Company till the time such information becomes public.

(c) that I have not entered into any transaction during the past six months and that the proposed transaction will not constitute an opposite transaction i.e. "sell or buy any number of shares" referred to in the Regulations.

(d) that I have not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.

(e) that I have made a full and true disclosure in this application.

Date:

(Signature)

SANGHI INDUSTRIES LIMITED
MONTHLY REPORT OF TRANSACTIONS CARRIED OUT
(Clause 9.5 of the Code)

To: The Compliance Officer

From: Name of the Insider _____

Designation _____

Employee Code _____

Department _____

Location _____

With reference to Clause 9.5 of the Code of Conduct for Prevention of Insider Trading, I hereby furnish the information relating to the transactions carried out / not carried out by me and my immediate relatives pursuant to the pre-clearance of trade obtained during the month of:

Sr. No.	Name of the pre- clearance applicant	DP Name & Demat Account No.	Pre-clearance of Trade		No. of shares bought pursuant to pre-clearance of trade	No. of shares sold pursuant to the pre-clearance of trade	No. of shares held on (date) (at the end of the month)
			Permission reference no.	Purchase or Sale			
(1)	(2)	(3)	(4)		(5)	(6)	(7)

Date:

(Signature)

Note: It would be sufficient if a consolidated monthly report is submitted in respect of all the pre-clearances taken in the previous month.

SANGHI INDUSTRIES LIMITED

ANNEXURE – C

**APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD
(Clause 10.3 of the Code)**

To: The Compliance Officer

From:

Name of the Insider _____

Designation _____

Employee Code _____

Department _____

Location _____

Through : Departmental Head (wherever applicable)

Dear Sir,

I request you to grant me waiver of the minimum holding period of 180/30 days as required under the Code of Conduct for prevention of insider trading with respect to the following shares for the reason given below:-

Sr. No.	Name of the shareholder	Nature of relation (In case of dependent family member)	No. of shares	Date of acquiring the shares

Reasons:	
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Date:

(Signature)