



Superhouse Limited

(A Government of India recognized Export Trading House)
Regd. Office: 150 Feet Road, Jajmau, Kanpur-208010 (India)
CIN: L24231UP1980PLC004910 Tel: (0512) 2462124,2465995 Fax: (0515) 2829325
email: share@superhouse.in url: http://www.superhouse.in

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY THE DESIGNATED PERSONS AND IMMEDIATE RELATIVES OF DESIGNATED PERSONS IN SHARES/ SECURITIES OF THE COMPANY PURSUANT TO THE REQUIREMENTS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

Pursuant to the amendment of the SEBI (Prohibition of Insider Trading) Regulations, 2015 vide SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, which is effective from April 1, 2019, the Board of Directors at their meeting held on February 14, 2019 reviewed the Code of Conduct for Insider Trading and have approved the same to be applicable with effect from April 1, 2019.

I- APPLICABILITY:

- 1. All the Insider and Designated Persons and immediate relatives of designated persons shall be governed by an internal code of conduct governing dealing in securities.**
- 2. Designated Persons shall include: -**
 - a. Promoters of the Company;**
 - b. Directors of the Company;**
 - c. Key Managerial Personnel (KMP) of the Company;**
 - d. Employees in the Finance & Accounts, Risk & Internal Audit, Legal, Secretarial, Compliance, Treasury, Investor Relations, Human Resource, Business Excellence, Branding, IT and Team handling the Business & Operations, as may be determined by the Compliance Officer;**
 - e. Other employees designated by the Compliance Officer from time to time;**
 - f. Any support staff of the Company such as IT staff or Secretarial staff who have access to Unpublished Price Sensitive Information;**
 - g. Employees of material subsidiaries of the Company designated on the basis of their functional role or access to Unpublished Price Sensitive Information in the organization by their board of directors;**
 - h. Managing Director(MD)/Chief Executive Officer (CEO) and employees upto two level below MD/CEO of the Company and material subsidiary, irrespective of their functional role in the Company or its material subsidiary or ability to have access to unpublished price sensitive information.**
 - i. Any other Connected Person designated by the Company in consultation with the Compliance Officer based on their function and role; and**
 - j. Immediate relative of (a.) to (i.) above.**



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3. 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. above; or
 - b. a holding company or associate company or subsidiary company; or
 - c. an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - d. an 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.

4. "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;

5. "Insider" means any person who is:

- a. a Connected Person; or
- b. in possession of or having access to Unpublished Price Sensitive Information;



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Words and expression used and not defined in this Code of Conduct, but defined in the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013, and rules and regulations made thereunder, shall have the meaning respectively assigned to them in those regulations.

II- COMPLIANCE OFFICER:

1. “Compliance Officer” means the Company Secretary of the Company or any other person, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations, designated by the Board of Directors as Compliance Officer from time to time.

“Financially literate” person means a person who has the ability to read and understand basic financial statements i.e. balance sheet, statement of profit and loss and statement of cash flows;

2. Duties of Compliance Officer:

The compliance officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of “Unpublished Price Sensitive Information”, pre-clearing of designated persons’ and their immediate relatives’ trades (directly or through respective department heads as decided by the company), monitoring of trades and the implementation of the code of conduct and compliance of provisions of The Securities And Exchange Board Of India (Prohibition Of Insider Trading) Regulations, 2015 under the overall supervision of the Board of the company.

The compliance officer shall report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee and to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors, but not less than once in a year.

“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: –

- a. financial results;
- b. dividends;
- c. change in capital structure;
- d. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and
- e. changes in key managerial personnel.



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III- PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION:

1. **Insiders including Designated Persons shall maintain the confidentiality of all Unpublished Price Sensitive Information. Insiders including 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:**

- a. **Need to know:**

Unpublished Price Sensitive Information is to be handled on a "need to know" basis, i.e., Unpublished Price Sensitive Information should be disclosed only to those within the Company, where it is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of information.

- b. **Limited access to confidential information**

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

- c. **Chinese Wall**

- i. **To prevent the misuse of confidential information, the Company has laid down Chinese Wall procedures which separate those areas of Company that routinely have access to confidential information, considered "inside areas" from those which provide support services and teams of sales and marketing, considered "public areas". The employees in the inside area shall not communicate any Unpublished Price Sensitive Information to anyone in public area.**
- ii. **The employees in the inside area shall not communicate any Unpublished Price Sensitive Information to anyone in public area.**



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- iii. **The Company shall have process of maintaining securely, computer files containing confidential information and physical storage of documents relating to UPSI.**
- iv. **All Unpublished Price Sensitive Information is to be handled on “need to know basis”, i.e., Unpublished 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 the information.**
- v. **All the non-public information directly received by any employee should immediately be reported to the head of the department. In exceptional circumstances employees from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the Compliance Officer.**
- vi. **The Company shall have 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**

IV- PROHIBITION ON DEALING, COMMUNICATING OR COUNSELLING ON MATTERS RELATING TO INSIDER TRADING:

No Insider shall –

- (a) **either on his own behalf, or on behalf of any other person, trade in securities of the Company when in the possession of any Unpublished Price Sensitive Information; and**
- (b) **communicate, counsel or procure, directly or indirectly any Unpublished Price Sensitive Information to any person. However, these restrictions shall not be applicable to any communication required in furtherance of Legitimate Purposes or performance of duties or discharge of legal obligations.**

V- DISCLOSURE OF TRADING BY INSIDERS:

1. General Provisions

- a. **Every public disclosure shall be made in the Form/s as prescribed under the Regulations from time to time.**



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- b. **The disclosures to be made by any person under this Code and, or, the Regulations shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.**
- c. **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.**

2. Disclosures by certain persons

a. Initial Disclosures

Every person on appointment as a Director or a Key Managerial Personnel of the Company or upon becoming a Promoter or a member of the Promoter Group shall disclose his holding of securities of the Company as on the date of appointment or becoming a Promoter or a member of the Promoter Group, to the Company, within seven days of such appointment or becoming a Promoter or member of the Promoter Group. Such disclosure shall be made in the format prescribed under the Regulations, as amended from time to time and set out in Form I;

b. Continual Disclosures

- i. **Every employee of the Company, Designated Person and member of the Promoter Group 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 lacs. Such disclosure shall be made in the format prescribed under the Regulations, as amended from time to time and set out in Form II. For avoidance of doubt, it is clarified that acquisition or disposal would include creation, revocation or invocation of pledge of the securities.**
- ii. **The Compliance Officer of the Company 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 b. i. above.

c. Disclosures by other Connected Persons

The Company may at its own discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities



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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 and the Regulations. Such disclosure shall be made in the format prescribed under the Regulations, as amended from time to time and set out in Form III.

VI- 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 would have 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. Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan. 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



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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 Unpublished Price Sensitive Information 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 Unpublished Price Sensitive Information 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.

VII- TRADING RESTRICTIONS:

All Designated Persons shall be subject to trading restrictions as enumerated below:-

i. Trading Window

The period prior to declaration of Unpublished Price Sensitive Information is particularly sensitive for transactions in the Company's securities. This sensitivity is due to the fact that the Designated Persons will, during that period, often possess Unpublished Price Sensitive Information.

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

The 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.

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

- (a) not later than end of every quarter till 48 hours after declaration of financial results (quarterly, half-yearly and annual);
- (b) Declaration of dividends (interim and final);
- (c) Issue of securities by way of public/ rights/bonus, etc.;
- (d) Any major acquisition/ expansion plans or execution of new projects;
- (e) Amalgamation, mergers, takeovers and buy-back;
- (f) Disposal of whole or substantially whole of the undertaking;
- (g) Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect prices of the securities of the Company.



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- iii. The period of closure of the trading window, except for clause VII.ii(a), 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 Unpublished Price Sensitive Information is submitted to the Stock Exchange / made public.
- iv. All 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.
- v. The gap between clearance of accounts by audit committee and board meeting shall be as narrow as possible and preferably on the same day to avoid leakage of material information.

VIII- PRE-CLEARANCE OF TRADES:

Any Designated Person (including immediate relatives) of the Company, who intend to trade in the securities of the Company during free period exceeding 1000 equity shares of Rs 10/- each of the Company, 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 1000 equity shares from time to time.

i. Pre-dealing Procedure

An application for pre-clearance of trade shall be made in the format set out in Form IV, as amended from time to time, to the Compliance Officer alongwith an undertaking in favour of the Company by such Designated Person incorporating, inter-alia, the following clauses, as may be applicable:

- (a) That the Designated Person does not have any access or has not received "Unpublished Price Sensitive Information" up to the time of signing the undertaking.
- (b) That in case the Designated Person has access to or receives "Unpublished Price Sensitive Information" after 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.



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- (c) **That he or she has not contravened the provisions of this Code or Regulations, as amended, from time to time.**
- (d) **That he or she has made a full and true disclosure in the matter.**
- (e) **The Compliance Officer shall on receiving an application provide the Designated Person with an acknowledgement on the duplicate of the application.**
- (f) **The Compliance Officer shall grant approval within 2 days from the date of acknowledgement.**
- (g) **The Compliance Officer shall retain copies of all applications and acknowledgements.**
- (h) **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.**
- (i) **If so requested by the Compliance Officer, the Designated Person must ensure that his stockbroker is authorised to disclose to the Company all matters relevant to his share dealings.**
- (j) **The designated persons shall report the details of trade executed and decisions of not to trade after pre-clearance in the format set out in Form V.**

ii. Other restrictions

The Designated Person 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 Designated Person must pre-clear the transaction again.

The 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 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.

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



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shall be made to the Compliance Officer in the format set out in Form VI, as amended from time to time.

IX- HALF - YEARLY / ANNUAL DISCLOSURES:

In addition to disclosures of trading by insiders, all Designated Persons of the Company shall be required to forward following details to the Compliance Officer:

- (a) All holdings in securities of the Company at the time of joining the Company in the format set out in Form VII, as amended from time to time;
- (b) In respect of existing Designated Persons, all holdings in securities of the Company as on 31th March within 30 days in the format set out in Form VIII, as amended from time to time;
- (c) Statement of any transactions in securities of the Company, whether pre-clearance of trade was obtained or not, in the format set out in Form IX, as amended from time to time, on a half-yearly basis within 10 days from the end of half year;
- (d) Annual statement of all holdings in securities of the Company in the format set out in Form X, as amended from time to time, as on March 31 of each year, before April 15 of that year; and
- (e) Disclose names and Permanent Account Number or any other identifier authorized by law of the following persons on an annual basis and as and when the information changes: i) immediate relatives; ii) persons with whom such Designated Person(s) shares a material financial relationship; and iii) Phone and mobile numbers which are used by them.

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.

Further, by April 30, 2019, the Designated Person(s) or within 30 days of being designated as a Designated Person, the name(s) of educational institutions from which Designated Person(s) have graduated and name(s) of their past employers shall be disclosed to the Compliance Officer.

X- RECORDS OF DISCLOSURES RECEIVED BY THE COMPANY:

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



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

XI- PROCEDURE AND PENALTY FOR CONTRAVENTION OF THIS CODE:

The Company shall follow the policies and procedures formulated for inquiry in case of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information and accordingly initiate appropriate inquiries on becoming aware of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

Any Designated Person, 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, recovery, clawback, etc. The action by the Company shall not preclude SEBI from taking any action in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

XII- INFORMATION TO SEBI IN CASE OF VIOLATION OF THE SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015:

In case it is observed by the Company and / or Compliance Officer that there has been a violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Compliance Officer shall inform the SEBI promptly on becoming aware of the violations of the Regulations.



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FORM I

Form for initial disclosure of holdings of equity shares / other securities of the Company

Name:-

PAN:-

Date:- _____

To
The Compliance Officer,
Superhouse Limited
150 Feet Road,
Jajmau,
Kanpur 208 010

Sir,

With reference to above, I wish to inform you that I am a Promoter / member of Promoter Group / I have joined the Company with effect from _____ as _____ and have read the Code of Conduct of the Company to Regulate, Monitor and Report Trading and pursuant to the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 declare that I along with my immediate relatives are holding equity shares / other Securities of the Company as follows :-

1. Details of securities held by me in the Company:

Name, PAN, CIN / DIN & address with contact nos.	Category of Person (Promoters/ Promoter Group KMP/ Directors / immediate relative to/ others, etc.)	Securities held as on date		% of Shareholding
		Type of security (For e.g. Shares, Warrants, Convertible Debentures, etc.)	No.	



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2. Details of securities held by my immediate relatives in the Company:

Name, PAN, CIN / DIN & address with contact nos.	Category of Person (Promoters / Promoter Group / KMP / Directors / immediate relative to / others, etc.)	Securities held as on date		% of Shareholding
		Type of security (For e.g. Shares, Warrants, Convertible Debentures, etc.)	No.	

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: _____)

Designation: _____

Place: _____

I confirm that whatever I have declared above is true and correct.

Signature: _____

(Name: _____ **)**

Designation: _____

Place: _____

Date:- _____

I confirm that whatever I have declared above is true and correct.

Signature: _____

(Name: _____ **)**

Designation: _____

Place: _____

Date:- _____

FORM IV

Application for Pre-clearance of trading in securities of the Company

Name:-

Designation:-

DIN/ Employees Code:-

PAN :-

Address:-

Date:- _____

To

The Compliance Officer

Superhouse Limited

150 Feet Road, Jajmau,

Kanpur 208 010

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 Code of Conduct of the Company to Regulate, Monitor and Report Trading and the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. I am executing an Undertaking as required and enclose 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

Name:-

Designation:-

DIN/ Employees Code:-

PAN:-

Address:-

Address:-

Date:- _____

To

The Compliance Officer

Superhouse Limited

150 Feet Road,

Jajmau,

Kanpur 208 010

Sir,

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

- (a) That I do not have any access or has not received “unpublished price sensitive information” up to the time of signing the Undertaking.
- (b) That in case I have access to or receive “unpublished price sensitive information” after the signing of the Undertaking but before the execution of the transaction, I shall inform you the change in my position and I shall completely refrain from trading in the securities of the Company till such information becomes public.
- (c) That I have not contravened the Code of Conduct of the Company to Regulate, Monitor and Report Trading as notified by the Company from time to time and the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- (d) That I hereby confirm that I abide by the provisions the Code of Conduct of the Company to Regulate, Monitor and Report Trading as notified by the Company from time to time and the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 with regard to 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 V

Report of Trades Executed/ Decisions of not to Trade after securing pre-clearance

Name:-

Designation:-

DIN/ Employees Code:-

PAN:-

Date:- _____

To

The Compliance Officer

Superhouse Limited

H Block, 1st Floor,

Jajmau,

Kanpur 208 010

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	Number and Date of Pre-Clearance	
2	Whether Trade Executed (Yes/No)	
3	If not executed, reasons thereof	
4	If executed, provide the details as under:-	
	A. No. of equity shares / other securities purchased	
2	B. Folio No./ DP_ID and CL_ID	
3	C. Date of purchase and price of purchase	
4	D. From whom purchased	
5	E. Existing total holding	
9	Mode of transaction – private / open market	

I/ We declare that I/ we have complied with the requirements of Code of Conduct of the Company to Regulate, Monitor and Report Trading and the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Signature: _____
(Name : _____)

FORM VI

Application for waiver of holding period

Name:-

Designation:-

DIN/ Employees Code:-

PAN:-

Date:- _____

To

The Compliance Officer

Superhouse Limited

I Block, 1st Floor,

Jajmau,

Kanpur 208 010

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	
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 per Code of Conduct of the Company to Regulate, Monitor and Report Trading as notified by the Company from time to time and the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, I need to hold this investment for a minimum period of six months, but, due to reason as mentioned above, I need to sell the same before prescribed period.

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

Signature: _____

(Name : _____)

FORM VII

Form for initial disclosure of holdings of equity shares / other securities of the Company

From

Name:-

Designation:-

DIN/ Employees Code:-

PAN:-

Address:-

Date:- _____

To

The Compliance Officer

Superhouse Limited

H Block, 1st Floor,

Jajmau,

Kanpur 208 010

Sir,

With reference to above, I wish to inform you that I have joined the Company with effect from _____ as _____ and have read the Code of Conduct of the Company to Regulate, Monitor and Report Trading as notified by the Company from time to time and the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 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	Securities held as on date			Date on which Securities were purchased / sold
	Type of Security (For e.g. Shares, Warrants, Convertible Debentures, etc.)	Folio No. / DP ID / Client ID	No. of Securities held	

II Details of Securities held by my immediate relatives:

Name of relative and PAN	Relationship	Securities held as on date			Date on which Securities were purchased / sold
		Type of Security (For e.g. Shares, Warrants, Convertible Debentures, etc.)	Folio No./ DP ID/ Client ID	No. of Securities held	

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 VIII

Form for disclosure of existing holdings of equity shares / other securities of the Company

From
Name:-
Designation:-
DIN / Employees Code:-
PAN:-
Address:-

Date :- _____

To
The Compliance Officer
Superhouse Limited
H Block, 1st Floor,
Jajmau,
Kanpur 208 010

Sir,

With reference to above, I wish to inform you that I am working as _____ and declare that have read the Code of Conduct of the Company to Regulate, Monitor and Report Trading as notified by the Company from time to time and the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 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	Securities held as on date			Date on which Securities were purchased / sold
	Type of Security (For e.g. Shares, Warrants, Convertible Debentures, etc.)	Folio No./ DP ID/ Client ID	No. of Securities held	

II Details of Securities held by my immediate relatives:

Name of relative and PAN	Relationship	Securities held as on date			Date on which Securities were purchased / sold
		Type of Security (For e.g. Shares, Warrants, Convertible Debentures, etc.)	Folio No./ DP ID/ Client ID	No. of Securities held	

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 IX

Form for disclosure of holdings of equity shares / other securities of the Company on half - yearly basis

From

Name:-

Designation / Category:-

DIN / CIN / Employee's

Code:- PAN:-

Address:-

Date :- _____

To

The Compliance Officer

Superhouse Limited

150 Feet Road,

Jajmau,

Kanpur 208 010

Sir,

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

I. Details of holdings in my name:

Name	Securities held as on April 1, _____			Date on which Securities were purchased during the half year	Date on which Securities were sold during the half year	Securities held as on September 30, _____		
	Type of Security (For e.g. Shares, Warrants, Convertible Debentures, etc.)	Folio No. / DP ID/ Client ID	No. of Securities held			Type of Security (For e.g. Shares, Warrants, Convertible Debentures, etc.)	Folio No. / DP ID / Client ID	No. of Securities held

II. Details of holdings in name of my immediate relative:

Name of relative and PAN	Relationship	Securities held as on April 1, _____			Date on which Securities were purchased during the half year	Date on which Securities were sold during the half year	Securities held as on September 30, _____		
		Type of Security (For e.g. Shares, Warrants, Convertible Debentures, etc.)	Folio No. / DP ID / Client ID	No. of Securities held			Type of Security (For e.g. Shares, Warrants, Convertible Debentures, etc.)	Folio No./ DP ID/ Client ID	No. of Securities held

I / we declare that I / we have complied / will be complied with the requirements of Code of Conduct of the Company to Regulate, Monitor and Report Trading as notified by the Company from time to time and 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 half-year.

Signature: _____
(Name : _____)

FORM X

Form for Annual disclosure of holdings of equity shares / other securities of the Company

From

Name:-

Designation / Category:-

DIN / CIN / Employee's

Code:- PAN:-

Address:-

Date :- _____

To

The Compliance Officer

Superhouse Limited

150 Feet Road,

Jajmau,

Kanpur 208 010

Sir,

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

I. Details of holdings in my name:

Name	Securities held as on April 1, _____			Date on which Securities were purchased during the financial year	Date on which Securities were sold during the financial year	Securities held as on March 31, ____		
	Type of Security (For e.g. Shares, Warrants, Convertible Debentures, etc.)	Folio No. / DP ID/ Client ID	No. of Securities held			Type of Security (For e.g. Shares, Warrants, Convertible Debentures, etc.)	Folio No. / DP ID/ Client ID	No. of Securities held

II. Details of holdings in name of my immediate relative:

Name of relative and PAN	Relationship	Securities held as on April 1, _____			Date on which Securities were purchased during the financial year	Date on which Securities were sold during the financial year	Securities held as on March 31, _____		
		Type of Security (For e.g. Shares, Warrants, Convertible Debentures, etc.)	Folio No. / DP ID / Client ID	No. of Securities held			Type of Security (For e.g. Shares, Warrants, Convertible Debentures, etc.)	Folio No. / DP ID / Client ID	No. of Securities held

I / we declare that I / we have complied with the requirements of Code of Conduct of the Company to Regulate, Monitor and Report Trading as notified by the Company from time to time and 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 : _____)



Superhouse Limited

(A Government of India recognized Export Trading House)
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CIN: L24231UP1980PLC004910 Tel: (0512) 2462124, 2465995 Fax: 0515-2829325
email: share@superhouse.in url: http://www.superhouse.in

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

In terms of the SEBI (Prohibition of Insider Trading) Regulation 2015, to ensure principles set out there under, the revised Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is formulated. The revised Code has been approved by the Board of Directors at its meeting held on 14.02.2019 and the Code shall come into force with effect from 01.04.2019.

1. Prompt Public Disclosure of unpublished price sensitive information:-

- 1.1 The Company shall make 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.
- 1.2 All unpublished price sensitive information related to the Company shall be disclosed only by the members of the Board or person authorized by the Board in its behalf. Any such information so disclosed shall be promptly provided to the Compliance Officer.
- 1.3 The Company shall disseminate the said information, for the benefit of investing public, to all the Stock Exchanges where the shares of the Company are listed. The company shall also post the said information on its website.
- 1.4 The Company shall also ensure that information shared with Analysts/ other investor relations conferences etc. is posted on its website.

2. Uniform and universal dissemination of unpublished price sensitive information:-

The Company shall ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.



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email: share@superhouse.in url: http://www.superhouse.in

3. Chief Investor Relations Officer:-

The compliance office of the company has been designated as Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

4. Prompt dissemination of unpublished price sensitive information:-

The company shall ensure prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities:-

5.1 If the Company receives any query or request for verification of reports in the print / electronic media or market rumors from the Stock Exchanges, the Chief Investor Relations Officer shall seek clarifications on such items from the Unit Heads/Financial Heads concerned.

5.2 The Unit Heads/Financial Heads shall provide such clarifications without any delay to the Chief Investor Relations Officer with the approval of the Chairman & Managing Director/Joint Managing Director.

6. Sharing of public information with analysts and research personnel:-

6.1 Generally available information only shall be provided to the Analysts/ Research personnel / large Investors / institutions etc. In case the information given to the Analysts/ Research personnel / large Investors / institutions etc. was not made public earlier, the same should be simultaneously made public by information to the Stock Exchanges.

6.2 The Company will ensure that the information shared with analysts and research personnel is not unpublished price sensitive information.



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6.3 The Company will ensure to post relevant information on its website after every meeting organized by the Company with the analysts and other investor relations conferences to ensure official confirmation and documentation of disclosures made.

7. Developing best practices to make transcripts or records of proceeding:-

The company will develop the 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

8. Handling of all unpublished price sensitive information on a need-to-know basis:-

All information shall be handled within the organization on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

9. Sharing of Information for legitimate purposes:-

Sharing of information with partners, collaborators, subsidiaries, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants, shall be considered as "legitimate purposes" for the purpose of sharing unpublished price sensitive information in the ordinary course of business by an insider, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the PIT regulations.



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email: share@superhouse.in url: <http://www.superhouse.in>

10. Structured digital database of person or entities with whom information shared:-

A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to ensure the compliance of maintenance of a digital database for sharing the information for said legitimate purposes.

11. Responsibility to ensure confidentiality of unpublished price sensitive information:-

Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of SEBI PIT regulations and such persons are also required to ensure the confidentiality of unpublished price sensitive information shared with them, in compliance with SEBI PIT Regulations.