

March 10, 2018

BSE Limited Phiroze Jeejebhoy Towers Dalal Street Mumbai – 400 001	National Stock Exchange of India Limited Exchange Plaza Bandra – Kurla Complex Bandra (East), Mumbai – 400 051
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Dear Sir/Madam,

Sub: Amended Code of Conduct for prevention of Insider Trading and Code of practices and procedures for fair disclosure of unpublished price sensitive information (“Code of Conduct”) pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Please be informed that the Board of Directors of the Company has amended the existing Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015. A copy of the amended Code of conduct is enclosed.

This is for your information and records.

Thanking you,

Yours faithfully,
For **SUPRAJIT ENGINEERING LIMITED**

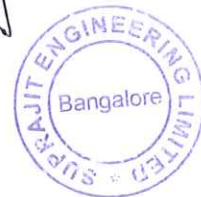

MEDAPPA GOWDA J
CFO & COMPANY SECRETARY

Encl: as above

SUPRAJIT ENGINEERING LIMITED

***CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING AND CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION PURSUANT TO SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015.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

(Effective from 15th May, 2015)

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

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

Preamble:

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

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

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

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

Suprajit's commitment to promote investors' confidence:

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



Definitions:

In this Code unless the context otherwise requires, the following words, expression and derivations there from shall have the meanings assigned to them as under:-

- 1.1 **"Act"** means the Securities and Exchange Board of India Act, 1992.
- 1.2 **"Board"** means the Board of Directors of the Company.
- 1.3 **"Code"** or **"Code of Conduct"** shall mean this Code for or Regulating, Monitoring and Reporting of trades for prohibition of Securities and Exchange Board India (Prohibition of Insider Trading) Regulations, 2015 (SEBI PIT Regulations) as amended from time to time.
- 1.4 **"Company"** means Suprajit Engineering Limited.
- 1.5 **"Compliance Officer"** means any Senior officer, designated so and reporting to the Board of Directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance 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 implementation of the codes specified under the regulations under the overall supervision of the Board of Directors of the Company.
- 1.6 **"Connected Person"** means:
 - (i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
 - (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 recognized 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.

1.7 **Designated Person(s)** shall mean and include :

- (i) All the Directors of the Company and their secretaries;
- (ii) Officers in the Senior Management of the company i.e., ; Key Managerial Personnel, Top Management of the Company (Vice President and above level) including their Secretaries, if any
- (iii) Company Secretary Department, Legal Department, Finance Department including Financial/Business Counsels, Plant Counsels, Tax Department- Direct and Indirect and as such other employees or Departments as may be notified from time to time.
- (iv) Any other person as may be determined and informed by the Compliance Officer from time to time.

1.8 **"Director"** means a member of the Board of Directors of the Company.

1.9 **"Employee"** means every employee of the Company including the Directors in the employment of the Company.

1.10 **"Generally available Information"** means information that is accessible to the public on a non-discriminatory basis.

1.11 **"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

1.12 **"Insider"** means any person who,

- (i) a connected person; or
- (ii) is in possession of or having access to unpublished price sensitive information.

1.13. **"Key Managerial Person (KMP)"** means the person as defined in Section 2 (51) of the Companies Act, 2013 including any amendment or modification thereto.




- 1.14. **"Listing Agreement"** means the agreement entered by the Company with BSE Limited in connection with the listing of equity shares of the Company.
- 1.15. **"Need to know"** means the Price Sensitive Information shall be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- 1.16. **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any statutory modification thereof:
- 1.18 **"Securities"** includes equity shares and derivatives but does not include units of mutual funds. It shall also have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof.
- 1.19. **"SEBI"** means Securities and Exchange Board of India constituted under Securities and Exchange Board of India Act, 1992.
- 1.20. **"SEBI (LODR) Regulations"** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time including any statutory modification thereof.
- 1.21 **"SEBI PIT Regulations"** means Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time including any statutory modification thereof.
- 1.22. **"Stock Exchange"** means BSE Limited and National Stock Exchange.
- 1.23. **"Specified"** means specified by the Board in writing.
- 1.24. **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 1.25. **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities of the Company whether directly or through any Portfolio Management Scheme or otherwise.
- 1.26. **"Trading Day"** means a day on which the recognized Stock Exchanges are open for trading;
- 1.27 **"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, delisting, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel(KMP); and
- (vi) material events in accordance with the listing agreement

2. Trading Window:

2.1 All designated persons including their immediate relatives shall deal in the securities of the Company only when the trading window is open. No designated persons including their immediate relatives shall deal in the securities when the trading window is closed. It is the duty of the designated persons to inform the immediate relatives of the closure of trading window and ensure that they do not deal in the securities of the Company.

2.2 The trading window will remain closed during the following periods:

- (i) Seven (7) days prior to the date of the Board Meeting up to 24 hours after the date of the Board meeting at which proposal on any matter which has a bearing on the price of security is considered: example: financial results, recommendation of dividend / interim dividend / bonus shares / right shares/ further issue of shares etc.,
- (ii) Seven (7) days prior to the date of the Board Meeting up to 24 hours after the date of the Board Meeting at which proposal on buyback of shares is considered.
- (iii) In addition to the above, the Compliance Officer may in consultation with the Chairman & Managing Director, declare the Trading Window closed, on an "as-needed" basis for any reason.

2.3. The Compliance officer or any other employee from the Company Secretarial department of the Company shall notify the designated persons about closure and opening of trading window and also inform the Stock Exchanges.

2.3 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.

3. Pre-clearance of trades:

3.1 All designated persons, who intend to deal in the securities of the Company



directly or indirectly or through their immediate relatives when the trading window is opened should take pre-clearances of the transaction from the Compliance Officer, if the value of the proposed transaction is likely to exceed Rs. 5 Lakhs.

- 3.2 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.

Such designated persons who have access to any price sensitive information shall take pre-clearance from the Company Secretary / Compliance Officer, irrespective of Trading window and value.

However, if any Director / KMP or such other designated persons, who have the insider information / access to insider information, such as:

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the listed entity or any other restructuring.
2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
3. Information of Meetings of the Board of Directors held to consider the following:
 - a. dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
 - b. any cancellation of dividend with reasons thereof;
 - c. the decision on buyback of securities;
 - d. the decision with respect to fund raising proposed to be undertaken
 - e. increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched
 - f. reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
 - g. short particulars of any other alterations of capital, including calls;
 - h. financial results;
 - i. decision on voluntary delisting by the listed entity from stock exchange(s).
4. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/treaty (ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.



7. Corporate debt restructuring and one time settlement with a Bank.
8. Reference to BIFR and winding-up petition filed by any party /creditors.
9. Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
10. Options to purchase securities including any ESOP/ESPS Scheme.

shall not trade in securities of the Company until such information is announced to the Stock Exchanges.

The pre-clearance procedure shall be as given below:

- (i) An application complete in all respects should be made in the prescribed Form in **Annexure 1**.
- (ii) An undertaking as per **Annexure 2** shall be executed in favor of the Company by the designated person.
- (iii) The Compliance officer after satisfying himself that the application and undertaking are in order and the proposed trade will not breach the SEBI PIT Regulations or this Code of Conduct shall pre-clear the trades within three (3) working days from receipt of application and undertaking complete in all respects. **Annexure 3**
- (iv) The designated persons shall execute their trade in respect of securities of the Company within Ten (10) trading days after the approval of pre-clearance is given.
- (v) If the trade is not executed within the aforesaid Ten (10) days, the designated person must obtain fresh pre-clearance by following the aforesaid procedure above.
- (vi) The designated persons must report to the Compliance Officer the details of the trade executed within three (3) working days of the execution of the trade. In case the transaction is not undertaken a Nil report must be submitted to the Compliance officer within three (3) working days from the expiry of the aforesaid seven trading days whichever is later- **Annexure 4**.

4. Reporting by Compliance Officer:

4.1 The Compliance Officer shall furnish to the Board of Directors and in particular, shall provide to the Chairman of Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors, the following details:

- (i) Pre-clearance sanctioned or rejected;
- (ii) Details of transactions done pursuant to pre-clearance including those cases where no transaction has been executed after securing pre-clearance alongwith the reasons;
- (iii) Details of relaxation, if any from the strict requirements under this Code;
- (iv) Disciplinary actions, if any taken by Managing Director/Whole-time



- Director pursuant to this Code;
- (v) Disclosures under the SEBI PIT Regulations, if any;
 - (vi) Trading plans, if any presented for approval;
 - (vii) Other relevant information for each calendar quarter

4.2 The Compliance Officer shall place the aforesaid details at the first meeting of the Board of Directors held after the close of the calendar quarter.

5. Disclosures under SEBI (Prohibition of Insider Trading) Regulations, 2015 and this Code:

5.1 Every Promoter, KMP and Director shall disclose his holding of securities of the Company as on the date of these regulations taking effect to the Company with thirty (30) days of the regulations taking effect in the format prescribed by SEBI (Form A).

5.2 Every person on appointment as a KMP 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 (7) days of such appointment or becoming a Promoter in the format prescribed by SEBI (Form B).

5.4 If the value of the securities traded, whether in one transaction or series of transaction over any calendar quarter, aggregates to a traded value in excess of rupees ten (10) lakhs, designated persons shall disclose to the Company the number of such securities acquired or disposed of within **two (2)** trading days of such transaction in the format prescribed by SEBI (**Form C**).

It is clarified that any incremental transactions after any disclosure under this clause shall be made when the transactions effected after the prior disclosure cross the threshold specified herein.

The Company shall notify the particulars of such trading to the Stock Exchanges within **two (2)** days of receipt of the disclosure or from becoming aware of such information.

By Connected persons

5.5 The Compliance Officer may after considering the facts, circumstances and appropriateness, require the connected person or class of connected persons to whom the Company has to provide unpublished price sensitive information in the course of its business, to furnish the details of holdings and trading in securities of the Company in the format prescribed by SEBI (**Form D**).

5.6 Each Designated person and connected person shall ensure that their respective wealth managers, portfolio managers or similar persons do not trade in the securities of the Company on behalf of any designated person or connected person, unless such designated person or connected person is



permitted to trade in the securities of the Company in accordance with this Code.

Annual disclosure by Designated persons (including transactions /holdings of immediate relatives)

5.7 All designated persons shall furnish in the prescribed format (**Annexure 5**) to the Compliance Officer details of their holding of securities and transactions in the securities of the Company on an annual basis.

6. Confidential information:

6.1 Directors and employees shall maintain strict confidentiality of business information and all unpublished price sensitive information of the Company.

6.2 The business information and all unpublished price sensitive information should not be communicated to any person except in the course of performance of duties or discharge of legal obligations.

6.3 The unpublished price sensitive information shall be handled on a "need to know" basis i.e., price sensitive information shall be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

6.4 Files containing confidential information shall be kept secure. Computer files shall have adequate security of login and password as per the Company's IT policy.

6.5 All employees must consult the Marketing Department of the Company and/or the Compliance Officer and /or Legal Department before communicating with the media or public. The Company's communication policy with the public will have to be adhered to at all times.

7. Trading Plans:

7.1 A designated person or 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.

7.2 Such trading plan shall:-

- (i) not entail commencement of **trading earlier than six (6) months** from the public disclosure of the plan;



- (ii) not entail trading for the period between **the twentieth(20) 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(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 for market abuse.

7.3 The Compliance Officer upon receipt of trading plan will review the trading plan to assess whether the plan would have any potential for violation of these regulations. The Compliance Officer will 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.

7.4 The Compliance officer will endeavor to approve the trading plan within seven (7) working days of receipt of the trading plan together with necessary undertakings and declarations.

7.5 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.

7.6 The implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the designated person / 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 the SEBI PIT Regulations.

7.7 Upon approval of the trading plan, the Compliance Officer will notify the plan to the stock exchanges on which the securities are listed.

8. Disclosure of Trading by Designated persons or Insiders:

8.1 All designated persons or Insiders including such person's immediate relatives and by any other person for whom such person takes trading decisions must disclose to the Compliance Officer of the Company.



8.2 The Disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of derivatives shall be taken into account, provided that trading in derivatives of securities is permitted by any law for the time being in force.

8.3 The disclosures shall be maintained by the Company for a minimum period of five (5) years.

9. Violation of this Code of Conduct:

9.1 Any person who violates this code is liable for disciplinary action and also other sanctions, monetary or otherwise by the Managing Director and in appropriate cases by the Audit Committee or the Board of Directors of the Company.

9.2 The violation of this code **or SEBI PIT Regulations**, if any observed by or brought to the notice of the Compliance Officer; the same will be reported to SEBI.

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

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

***This Code is amended by the Board of Directors in its Meeting held on 12th February, 2018.**



ANNEXURE 1
SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date:

To
The Compliance Officer,
Suprajit Engineering Limited
Bangalore

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sale / subscription of _____ Equity shares/ stock derivatives of the Company as per details given below:

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

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature)



ANNEXURE 2

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

UNDERTAKING

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

I, _____, _____ of the
Company residing at _____,

_____ am desirous of
dealing in _____ * shares of the Company/ stock derivatives as
mentioned in my application dated _____ for pre-clearance of the
transaction.

I further declare that I am not in possession of or otherwise privy to any
unpublished Price Sensitive Information (as defined in the Company's Code of
Conduct for prevention of Insider Trading (the Code) up to the time of signing this
Undertaking.

In the event that I have access to or received any information that could be
construed as "Price Sensitive Information" as defined in the Code, after the
signing of this undertaking but before executing the transaction for which
approval is sought, I shall inform the Compliance Officer of the same and shall
completely refrain from dealing in the securities of the Company until such
information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the
Company from time to time.

I undertake to submit the necessary report within three (3) days of execution of
the transaction / a 'Nil' report if the transaction is not undertaken.

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

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

Date :

Signature :

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



ANNEXURE 3

FORMAT FOR PRE- CLEARANCE ORDER

To
Name: _____
Designation: _____
Place: _____

This is to inform you that your request for dealing in _____ (nos) shares of the Company/ stock derivative as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) that is within _____ days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within _____ days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,
For **Suprajit Engineering Limited**

COMPLIANCE OFFICER

Date : _____

Encl: Format for submission of details of transaction



ANNEXURE 4

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within

3 days of transaction / dealing in securities of the Company)

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

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to _____ securities as mentioned below on ____ (date)

Name of holder	No. of securities Dealt with	Bought/sold/ subscribed	DP ID/Client ID / Folio No	Price (Rs.)

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

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

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date: _____

Signature :

Name:

Designation:



ANNEXURE 5

DISCLOSURE OF CHANGE IN SHAREHOLDING

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

I, _____, in my capacity as _____ of the Company hereby submit the following details of change in holding of securities of the Company:

Name, PAN No. & address of shareholder	No. of securities held before the transaction	Receipt of allotment advice/ acquisition of /sale of securities	Nature of transaction & quantity			Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed
			Purchase	Sale	Others		

Details of change in securities held by dependent family members:

Name, PAN No. & address of shareholder And relationship	No. of securities held before the transaction	Receipt of allotment advice/ acquisition of /sale of securities	Nature of transaction & quantity			Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed
			Purchase	Sale	Others		

I/We declare that I/We have complied with the requirement of the minimum holding period of six months with respect to the securities purchased/sold.

I hereby declare that the above details are true, correct and complete in all respects.

Date:

Signature:




Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information:

[Under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015]

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

- a. **The Company Secretary is designated as the Compliance Officer to administer the code of conduct and other requirements under these regulations**
- b. The Compliance Officer shall after clearance by the Managing Director furnish Price Sensitive Information to the Stock Exchanges.
- c. The quarterly financial information of the Company shall be hosted in the web site of the Company after the information is furnished to the Stock Exchanges.
- d. The **Chairman & Managing Director** shall oversee and carry out disclosure of price sensitive information to Stock Exchanges, Analysts, Shareholders and media. He shall be responsible for ensuring that the Company complies with continues disclosure requirements.
- e. Disclosure / dissemination of information may be approved in advance by the Managing Director or the Compliance Officer as the case may be.
- f. If information is accidentally disclosed without prior approval, the person making such disclosure shall immediately inform the Managing Director, even if the information is not considered price sensitive.
- g. The Compliance Officer in consultation with the Managing Director shall respond to queries or requests from Stock Exchanges concerning market rumors.
- h. The Managing Director shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and then making the disclosure.
- i. The Compliance Officer shall make disclosure of shareholdings / ownership by major shareholders and also make disclosure of changes in ownership as required under the Stock Exchange listing agreement and / or under any rule / regulation made under the Act.
- j. All Directors, Officers and Employees of the Company shall comply with the following guidelines while dealing with analysts and institutional investors :



- k. Only public information shall be provided to the analyst / research persons / large investors like institutions. Alternatively, the information so given should be simultaneously made public at the earliest.
- l. In order to avoid misquoting or misrepresentation, the Compliance Officer and one other representative of the Company shall be present at meetings with Analysts, brokers or Institutional Investors and discussion shall be recorded.
- m. Analysts' questions that raise issues outside the intended scope of discussion should be handled with care. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- n. When any meeting is organized with analysts, a press release shall be made or relevant information hosted on website after every such meet. The Company may consider live web casting of analyst meets.
- o. Disclosure / dissemination of information may be made through various media so as to achieve good reach and quick dissemination. Disclosure to stock Exchange shall be made promptly. Disclosures may also be made through the use of dedicated Internet website. Company website may be used to give investors a direct access to analyst briefing material, significant background information, questions and answers.



FORMATS PRESCRIBED BY SEBI UNDER SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015:

FORM A

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]

Name of the company: _____

ISIN of the company: _____

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

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

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

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

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
6	7	8	9	10	11

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

Name & Signature: _____

Designation: _____

Date: _____

Place: _____




FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a Director /KMP/ Promoter]

Name of the company: _____
ISIN of the company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/ Immediate relative to/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/ appointment of Director/KMP		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

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

Name & Signature: _____
Designation: _____
Date: _____
Place: _____



FORM C

**SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2) –
Continual disclosure]**

Name of the company:
ISIN of the company:

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contacts nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives etc.)	Securities held prior to acquisition /disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg. Shares, Warrant Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. Shares, Warrants Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/Sale/Pledge / Revoke/ Invoke)	Type of security (For eg. Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

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

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

Name & Signature:
Designation:

Date:
Place:

FORM D (Indicative format)

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

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

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

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

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

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

Name:
Signature:
Place: