

ADINATH EXIM RESOURCES LIMITED

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**CODE OF CONDUCT
FOR
REGULATING, MONITORING AND REPORTING TRADING BY INSIDERS**

CHAPTER-1

INTRODUCTION

With a view to govern the matters relating to insider trading, the Securities and Exchange Board of India (SEBI) has formulated Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as "The Regulations").

Sub-regulation (1) of Regulation 9 inter alia requires all listed companies to frame a Code of Conduct for Regulating, Monitoring and Reporting of trading by Insiders ("Code").

The Code is framed for adherence to the minimum standards as set out in Schedule B to the Regulations and it has been approved by the Board of Directors in their meeting held on 11th May, 2015 and shall be effective from that day.

Definitions:

1. **"Act"** means the Securities and Exchange Board of India Act, 1992 (15 of 1992)(including any amendment or re-enactment thereof);
2. **"Board of Directors"** means Board of Directors of Adinath Exim Resources Limited ("the Company").
3. **"Company" or "the Company"** means Adinath Exim Resources Limited.
4. **"Compliance Officer"** means the Company Secretary of the Company or any other person authorized by the Board for this purpose;
5. **"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himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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 a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

6. **"Designated Person(s)"** shall include :

- (a) All members of Board of Directors and Key Managerial Personnel;
 - (b) Every employee in the grade of Assistant Vice President and above;
 - (c) Every employee in the finance, accounts and secretarial department as may be determined and informed by the Compliance Officer;
 - (d) Any other employee as may be determined and informed by the Compliance Officer from time to time; and
 - (e) Immediate relatives of S. No. (a) to (d) above.
7. **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis;
8. **"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 independent financially on such person, or consults such person in taking decisions relating to trading in securities.
9. **"Insider"** means any person who is:
- (i) a connected person; or
 - (ii) in possession of or having access to unpublished price sensitive information;
10. **"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 modification thereof;
11. **"Regulations"** shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015 and any amendments thereto;
12. **"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;
13. **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly ;
14. **"Trading day"** means a day on which the recognized stock exchanges are open for trading;
15. **"Trading window"** shall have the meaning as prescribed thereto under Chapter 3 of the Code
16. **"Unpublished Price Sensitive Information"** means any information, relating to a 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 include 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; and
- (vi) Material events in accordance with the Listing Agreement.

Words and expressions used and not defined in this Code 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 thereunder shall have the meanings respectively assigned to them in those legislation.

Applicability:

This Code shall apply to all Designated Persons, Promoters and Insiders.

The Policy and Obligations:

The Company endeavors to preserve the confidentiality of Unpublished Price Sensitive Information ("UPSI") and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to the Act and Regulations. .

Every Designated Persons, Promoters and Insiders has a duty to safeguard the confidentiality of all such UPSI obtained in the course of his or her work at the Company. No Designated Persons, Promoters and Insiders may use his or her position or knowledge about UPSI of the Company to gain personal benefit or to provide benefit to any third party. To achieve these objectives, ADINATH EXIM RESOURCES LIMITED (herein after referred to as "the Company") hereby notifies that this Code of Conduct is to be followed by all Designated Persons, Promoters and Insiders.

CHAPTER-2

CONFIDENTIALITY OF PRICE SENSITIVE INFORMATION

Role of Compliance Officer:

1. The Compliance Officer will report to the Board of Directors and will provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors as and when required or stipulated by the Board of Directors.
2. The Compliance Officer will be handling the Compliance of all policies and procedures and maintenance of records.
3. Monitoring adherence to the rules for the preservation of the unpublished price sensitive information.
4. The Compliance Officer shall provide guidance and clarification sought by the designated employees and Designated Persons in addressing any clarification regarding the SEBI (Prohibition of Insider Trading) Regulations, 2015 and this Code.
5. The Compliance Officer shall discharge all such duties prescribed in this code.

Preservation of "Unpublished Price Sensitive Information":

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

Prohibition on Dealing, Communicating or Counseling on Matters Relating to Insider Trading:

No insider shall communicate, provide, or allow access to any UPSI, 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.

No person shall procure from or cause the communication by any insider of UPSI, relating to securities of the Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:-

- entail an obligation to make an open offer under the takeover regulations where the Board of Directors of the company is of informed opinion that the proposed transaction is in the best interests of the company;
- not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of the company is of informed opinion that the proposed transaction is in the best interests of the company and the information that constitute UPSI 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.

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 UPSI.

CHAPTER-3

TRADING RESTRICTIONS

Trading Plan:

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.

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 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.

The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

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 UPSI and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such UPSI 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.

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

Trading Window:

- (a) The period prior to declaration of UPSI is particularly sensitive for transaction in the Company's securities. This sensitivity is due to the fact that the Designated Persons will, during that period,

often possess UPSI. The Designated Persons of the Company shall not trade in the Company's securities when the Trading Window is closed. The period during which the trading window is closed shall be termed as Prohibited Period. The intimation of closure shall be made through email and/ or through the website of the Company. The trading window shall be closed when the Compliance Officer determines that a designated person or class of Designated Persons can reasonably be expected to have possession of UPSI.

- (b) Unless otherwise specified by the Compliance Officer, the Trading Window for Dealing in Securities of the Company shall be closed for the following purposes:-
- b. financial results
 - c. dividends
 - d. change in capital structure
 - e. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions
 - f. changes in key managerial personnel
 - g. material events in accordance with the Listing Agreement.
- (c) The closure of Trading Window shall commence from the date as the Compliance Officer may deem finds appropriate. However, if the circumstances so warrant, the time for closing the Trading Window may be increased or decreased by the Compliance Officer with the approval of Chairman /Managing Director.
- (d) The timing for re-opening of the Trading Window for the information referred in (b) shall be determined by the Compliance officer taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.
- (e) All Designated Persons shall conduct all their dealings in the securities of the Company only during the valid Trading Window 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.
- (f) 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.

Pre-clearance of trades:

All Designated Persons who intend to deal in the securities of the Company in excess of Rs. 10 lacs whether in one or a series of transactions over any calendar quarter shall require prior clearance from the Compliance Officer.

No Designated Person shall apply for pre-clearance of any proposed trade if such Designated Person is in possession of UPSI even if the Trading Window is not closed.

The Clearance shall be obtained as per the procedure prescribed below:

An application is to be made to the Compliance Officer as per the enclosed format (Form-I) indicating the estimated number of securities that the Designated Persons intends to deal in, the details of securities held in physical form as to folio no., the depository with which he has a security

account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the Company in this regard.

Each Designated person shall execute in favour of the Company an undertaking in the enclosed proforma (Form-I) for getting the trades cleared. The Compliance Officer shall on receiving an application provide the Designated Person with an acknowledgement on the duplicate of the application. The Compliance Officer shall grant approval within 2 working days from the date of acknowledgement. The Compliance Officer shall retain copies of all applications and acknowledgements. In exceptional circumstances consent may not be given if the Compliance Officer is of the opinion that the proposed deal is on the basis of possession of any UPSI. There shall be no obligation to give reasons for any withholding of consent. If so requested by the Compliance Officer, Designated Persons must ensure that his stockbroker is authorised to disclose to the Company all matters relevant to his sharedealings.

The Designated Persons shall execute their transactions within one week after the pre-clearance failing which they have to pre-clear the transactions again.

Minimum Period for holding of Securities:-

- a. All Designated Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time.
- b. The 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
- c. If a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

CHAPTER-4

REPORTING AND DISCLOSURE REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

Initial Disclosures:

- (i) Every Promoter, Key Managerial Personnel and Director of Company shall disclose his holding of securities of the Company in **Form-A** of SEBI (Prohibition of Insider Trading) Regulations, 2015 as on the date of these regulations taking effect, to the Company within thirty days of SEBI (Prohibition of Insider Trading) Regulations 2015 taking effect;
- (ii) Every person on appointment as a Key Managerial Personnel or a Director of the Company shall disclose his holding of securities of the Company in **Form-B** of SEBI (Prohibition of Insider Trading) Regulations, 2015 as on the date of appointment or becoming a Promoter, to the Company within seven days of such appointment or becoming a Promoter.

Continual Disclosure for any Change in Shareholding:

Every Promoter, Employee and Director of the company shall disclose to the Company in **Form-C** of SEBI (Prohibition of Insider Trading) Regulations, 2015 the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees.

Disclosure by other Connected Persons:

The Company, at its discretion requires any other Connected Person or class of Connected Persons to make disclosures of holdings and trading in securities of the Company in **Form-D** of SEBI (Prohibition of Insider Trading) Regulations, 2015 such frequency as may be determined by the Company in order to monitor Compliance with these Regulations.

The Compliance Officer shall maintain records of all the declarations/ undertakings/ forms as mentioned in this Code, as received from time to time, for a period of five years.

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

Disclosure by Company to Stock Exchange:-

Pursuant to Regulation 7(2) (b) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, within 2 working days of the receipt of the information above, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

Dissemination of Price Sensitive Information:

Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors

- Only public information to be provided.
- At least two Company representatives to remain present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes UPSI a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

The Company is required to frame a Code of Practices and Procedures for Fair Disclosures of UPSI and the same is appended hereto.

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, SEBI must be informed by the Company.

THIS POLICY IS ONLY INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. IT WILL BE THE RESPONSIBILITY OF DIRECTOR/ PROMOTER/ DESIGNATED PERSON/ OFFICER/ CONNECTED PERSON TO ENSURE COMPLIANCE OF SEBI GUIDELINES AND OTHER RELATED STATUTES FULLY.

Prevention of Insider Trading Pre clearance of trades

FORM I

(Under ADINATH EXIM RESOURCES LIMITED Code of Conduct for Prevention of Insider Trading)

THE COMPLIANCE OFFICER
ADINATH EXIM RESOURCES LIMITED
6TH FLOOR, ASTRON TOWER,
OPP. FUN REPUBLIC CINEMA,
SATELLITE, AHMEDABAD- 380015, GUJARAT

SUB: APPLICATION FOR TRADING IN SHARES OF THE COMPANY AND UNDERTAKING

Dear Sir,

I, _____, a Designated Person of Adinath Exim Resources Limited, propose to trade in the Shares of the Adinath Exim Resources Limited as per details hereunder:

Name of person proposing to trade in shares of the Company and relationship with Designated Person:	
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No. of Shares of the Company held by the person as on date of the application: _____

Sr. No	Physical Form	Demat Form		No. of shares presently held
	Folio No.	DPID	Client ID	

Particulars of proposed transaction in Shares of the Company:

Number of Shares held in the Company (A)	Number of Shares of the Company proposed to be Sold (B)	Number of Shares of the Company proposed to be acquired (C)	Balance holding (A) + (C)/ (A) - (B)
Name of Depository:			
DP ID No.: Client ID No.:			
Number of Shares of the Company that would be held by the person after this application (if approval granted):			
Reason for sale of shares held for less than 6 months (If applicable)#			

I confirm that:

- i. I shall execute the trade of Shares within 7 days of your approval failing which we shall apply again to you for your approval. I shall submit a 'NIL' report if the transaction is not undertaken.
- ii. I shall hold Shares of the Company for a minimum period of 6 months from the date of acquisition.

I hereby undertake and confirm that:

- 1) I do not have any access or have not received "Price Sensitive Information" up to the time of signing this undertaking
- 2) In case I have access to or have received "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction I will 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.

3) I have not contravened the prevailing Code of Conduct for Prevention of Insider Trading.

4) I have made a full and true disclosure in this matter.

We further confirm that the aforesaid facts are true and correct and shall be fully responsible for any wrongful acts done by me or my relatives including such penalties as may be imposed by the Company.

You are requested to provide the pre-clearance of trade for the above transaction.

Thanking you,

Yours sincerely,

Place:

Signature:

Date:

Name :

Designation :

& Department

E-Mail ID for Communication of Approval:

Note: *This application has to be necessarily submitted through electronic mail at the dedicated e-mail id aerlnodalofficer@gmail.com and followed by a hard copy.

Sale of securities held for less than 6 months shall be considered only if necessitated by personal emergency.

**BY THE ORDER OF THE BOARD
FOR ADINATH EXIM RESOURCES LIMITED**

**Sd/-
MANOJ S. SAVLA
MANAGING DIRECTOR**
