

**SKNL**  
**CODE OF CONDUCT**  
**FOR**  
**PREVENTION OF INSIDER TRADING**

(Pursuant to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and any amendment thereto)

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## **Introduction**

Insider trading means dealing in securities of the company listed on any stock exchange in India by such persons defined as insiders under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and any amendments to the said regulations thereafter, based on or when in possession of unpublished price sensitive information.

With a view to govern the conduct of insiders on matters relating to insider trading, the Securities and Exchange Board of India (SEBI) has formulated regulations which are called as “Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992” (‘The Regulations’). Chapter IV of the Regulations require, inter alia, all listed companies to frame a Code of Internal Procedures and Conduct as near thereto to the Model Code specified in Part A of Schedule I to the Regulations.

In order to observe best Corporate Governance practices and also to comply with the regulatory requirements, S. Kumars Nationwide Limited (‘SKNL’ / ‘The Company’) has formulated this code of conduct called “SKNL Code of Conduct for prevention of Insider Trading.” All the Directors and Senior Management Employees of SKNL are governed by the Code. All the Directors and Senior Management Employees of the Company are advised to carefully go through and familiarise themselves with and adhere to the Regulations and the Code.

### **A. Definitions**

In this Code, unless the context otherwise requires,

“**Code**” means this SKNL Code of Conduct for Prevention of Insider Trading, as modified from time to time.

**“Compliance Officer”** means such officer as may be appointed by the Board of Directors of the Company to be the compliance officer of the Company.

**“Dealing in Securities”** means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in the Securities by any person, either as principal or agent.

**“Dependent Family Members”** mean the spouse, dependent parents and dependent children of the Directors/Senior Management Employees.

**“Director”** means a director of the Company.

**“Senior Management Employee”** means and includes such employees of the Company as may be defined by the Board of Directors to constitute a part of senior management.

**“Other Listed Company”** means any Indian company (other than SKNL), which has Securities listed or traded on a recognised stock exchange(s) in India.

**“Price Sensitive Information”** means any information, which relates directly or indirectly to the Company, as the case may be, and which if published is likely to materially affect the price of securities of SKNL, as the case may be, and without limitation include the following:

- i. periodical financial results;
- ii. intended declaration of dividends (both interim and final);
- iii. issue of Securities or buy-back of Securities;
- iv. amalgamation, mergers or takeovers;
- v. undertaking of new business;
- vi. disposal of whole or substantially whole of the undertaking;
- vii. any significant changes in policies, plans or operations

**“Regulations”** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and any amendment thereto.

**“SEBI”** means the Securities and Exchange Board of India.

**“Securities”** means the securities of the Company which are listed and available for trading on the recognised stock exchange(s) in India.

**“Trading Window”** shall have the same meaning as ascribed thereto in clause I – I of the Code.

**“Working day”** shall mean the working day when the regular trading is permitted on the concerned stock exchange where securities of the Company are listed.

## **B. Compliance Officer**

- I. The Company Secretary of the Company shall be the Compliance Officer of the Company and will report to the Managing Director of the Company. In the absence of the Company Secretary, any other person as may be designated by the Managing Director shall be the Compliance Officer for the purpose of the Code.
- II. The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of Price Sensitive Information, pre-clearing of all Directors' / Senior Management Employees' / Dependent Family Members' trades, addressing any clarifications /difficulties regarding the Regulations and/or the Code and the implementation of the Code, under the overall supervision of the Managing Director.

## **C. Preservation of Price Sensitive Information**

- I. All the Directors and Senior Management Employees shall maintain the confidentiality of all unpublished Price Sensitive Information in their possession.
- II. Directors and Senior Management Employees shall not advise, communicate, counsel, inform or pass on such information to any person, directly or indirectly, other than communication required to be made/done in the ordinary course of business, or under any law.
- III. Unpublished Price Sensitive Information shall be handled on a "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/or functions.

## **D. Limited Access To Unpublished Price Sensitive Information**

All unpublished Price Sensitive Information contained in any files, papers or records including data contained in electronic form & files shall be kept secure.

**E. Prevention Of Misuse Of Unpublished Price Sensitive Information**

- I. Notwithstanding anything contained in the Code, the Directors and Senior Management Employees shall not engage in Dealing in Securities, whether on their own account, the account of the Dependant Family Members or SKNL's account, and further shall ensure that their Dependent Family Members shall also not engage in Dealing in Securities on their own account, if such Director or Senior Management Employee (or in case of Dependent Family Member, the concerned Director or Senior Management Employee) is in possession of any unpublished Price Sensitive Information.
- II. The Directors and Senior Management Employees shall hold their investments in Securities for a minimum period of 30 days. The holding period shall also apply to subscription in the primary market (IPOs) and would commence from the date of allotment of Securities.
- III. In case the Dealing in Securities is necessitated by personal emergency of the Director and/or Senior Management Employee (or the Compliance Officer), such Director and/or Senior Management Employee (or the Compliance Officer) may seek the waiver of the holding period specified above by making an application to the Compliance Officer in Form I attached with this code. The Compliance Officer shall make such application for waiver to the Managing Director of the Company.

The Compliance Officer (or Managing Director in case of application by the Compliance Officer) may waive the holding period after recording in writing, the reasons in this regard.

**F. Reporting Requirements**

- I. All the Directors and Senior Management Employees of the Company shall be required to forward to the Compliance Officer following details in respect of the Securities held by them and their respective Dependant Family Members:
  - a. All Securities of SKNL held as on the date of listing of securities of the Company on the recognized stock exchange or as on the date of joining SKNL, whichever is later in Form II within two working days from the date of listing of the securities of the Company on the recognized stock exchange or joining SKNL as the case may be.

- b. Annual statement of all Securities of SKNL held as on March 31 every year, in Form III on or prior to April 2 of the next Financial Year.
  - c. All Dealings in Securities of SKNL in each Financial Year in Form III on or prior to April 2 of the next Financial Year.
  - d. Any change in Securities of SKNL held if the change exceeds Rupees 5 Lakh in value, or 25,000 equity shares or 1% of the total shareholding in SKNL, whichever is lower, within two working days of such change.
- II. The Compliance Officer shall maintain records of all the declarations/undertakings/forms as mentioned in this Code, and received from time to time, for a period of three years.
  - III. The Compliance Officer shall place before the Audit Committee of the Board of Directors, on a quarterly basis all the details of the Dealing in Securities by the Directors, the Senior Management Employees and the Dependent Family Members.

### **G. Penalty for Contravention of The Code**

- I. All the Directors and Senior Management Employees shall be individually responsible for complying with the provisions of the Regulations and the Code to the extent applicable.
- II. Any Director who violates the Code shall be subject to disciplinary action, as may be deemed fit by the Board of Directors of the Company. Any Senior Management Employee who violates the Code shall be subject to disciplinary action, which may include freeze on emoluments, ineligibility for future participation in the stock option plans or suspension/termination of service/contract, or any other action as may be deemed fit by the Company.
- III. The action by shall not preclude SEBI from taking any action for violation of the Regulations.

### **H. Information to SEBI in case of Violation of the Regulations**

In case any violation of the Regulation or the Code is observed, the Compliance Officer shall intimate SEBI accordingly.

## **I. Trading Window**

- I. The “Trading Window” for the purpose of this Code shall mean the period during which Dealing in Securities is permitted.
- II. Subject to clause E - I of the Code, the Directors and Senior Management Employees and their respective Dependent Family Members shall engage in Dealing in Securities only when the Trading Window is open.

Unless otherwise specified by the Compliance Officer, the Trading Window shall be, inter alia, closed 7 days prior to Declaration of financial results (quarterly, half-yearly and annual) and Declaration of dividends (interim and final) and at any other time as designated by the Compliance Officer if any unpublished Price Sensitive Information is under active consideration of SKNL, and without limitation include the following:

- i. periodical financial results;
  - ii. intended declaration of dividends (both interim and final);
  - iii. issue of Securities or buy-back of Securities;
  - iv. amalgamation, mergers or takeovers;
  - v. undertaking of new business;
  - vi. disposal of whole or substantially whole of the undertaking;
  - vii. any significant changes in policies, plans or operations
- III. The Trading Window shall be opened 24 hours after the information relating to items specified above is made public.
  - IV. Exercise of options granted and vested under Employee Stock Option Scheme (ESOS) of the Company may be made at any time in accordance with the SKNL ESOP Scheme declared and approved from time to time. Provided that the sale of Securities allotted on exercise of stock options shall be permitted only during the period that the Trading Window is open.

FORM NO. I

S. KUMARS NATIONWIDE LIMITED

APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD  
(Under clause E - III of the SKNL Code of Conduct for Prevention of Insider Trading)

Date: \_\_\_\_\_

To:  
The Compliance Officer,  
S. Kumars Nationwide Limited

From:  
\_\_\_\_\_(Name)  
\_\_\_\_\_(Emp. No.)  
\_\_\_\_\_(Designation)  
\_\_\_\_\_(Department)

Dear Sir,

I request you to grant me waiver from the minimum holding period of 30 days as required under the Code with respect to \_\_\_\_\_(nos.) \_\_\_\_\_ (description of the Securities) of SKNL held by me / jointly with \_\_\_\_\_ [name of Dependent Family Member(s)] singly/jointly acquired on \_\_\_\_\_ [Date(s)].

I/ jointly with \_\_\_\_\_ [name of Dependent Family Member(s)] desire to sell the above securities on account of \_\_\_\_\_ (give reasons).

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

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

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For Office Use

With reference to the above application, I approve/reject the selling of \_\_\_\_\_ (no. & description of securities) of SKNL.

Date:

Signature of Compliance Officer

**FORM NO. II**

**S. KUMARS NATIONWIDE LIMITED**

**INITIAL DISCLOSURE OF DETAILS OF SECURITIES HELD IN SKNL**  
(Under clause F - I (a) of the SKNL Code of Conduct for Prevention of Insider Trading)

**To:**  
**The Compliance Officer**  
**S. Kumars Nationwide Limited**

**I. DETAILS OF DEPENDENT FAMILY MEMBERS**

<b>Sr. No.</b>	<b>Name of the Dependent Family Member</b>	<b>Relation</b>
1.		
2.		
3.		
4.		
5.		
6.		
7.		
8.		
9.		
10.		

**III. DETAILS OF SECURITIES HELD BY DIRECTOR / SENIOR MANAGEMENT EMPLOYEE IN HIS OWN NAME (WHETHER SINGLY OR JOINTLY)**

<b>Sr. No.</b>	<b>Name of the joint holder(s)</b>	<b>No. &amp; description of Securities held as on _____</b>	<b>Folio No. / DP ID/ Client ID</b>
1.			
2.			
3.			
4.			
5.			
6.			
7.			
8.			
9.			

10.			
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**III. DETAILS OF SECURITIES HELD BY DEPENDENT FAMILY MEMBER(S)  
(WHETHER SINGLY OR JOINTLY)**

Sr. No.	Name of Dependent Family Member	Relation	No. & description of Securities held as on	Folio No. / DP ID/ Client ID
1.				
2.				
3.				
4.				
5.				
6.				
7.				
8.				
9.				
10.				

I declare that above details are true, correct and complete in all respect.

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Designation: \_\_\_\_\_

Department: \_\_\_\_\_

Emp. No.: \_\_\_\_\_

Date \_\_\_\_\_

**Please sign and return even if you have nothing to declare.**

## FORM NO. III

## S. KUMARS NATIONWIDE LIMITED

**DISCLOSURE OF DEALINGS & HOLDINGS IN SECURITIES OF SKNL BY DIRECTORS / SENIOR MANAGEMENT EMPLOYEES**

(Under clause F - I (b), (c) of the SKNL Code of Conduct for Prevention of Insider Trading)

Date: \_\_\_\_\_

**To:**  
**The Compliance Officer,**  
**S. Kumars Nationwide Limited**

**I. DETAILS OF DEALINGS & HOLDINGS BY DIRECTOR / SENIOR MANAGEMENT EMPLOYEE IN HIS OWN NAME (WHETHER SINGLY OR JOINTLY)**

Sr No	No. & Description of Securities Transacted			Date of Transaction	Date of Approval (where applicable)	Securities held as on March 31, _____	Folio No. / DP ID / Client ID
	Purchase	Sale	Others (Specify)				
1.							
2.							
3.							
4.							
5.							
6.							
7.							
8.							
9.							
10.							

**II. DETAILS OF DEALINGS & HOLDINGS BY DEPENDENT FAMILY MEMBER(S) (WHETHER SINGLY OR JOINTLY)**

Sr No	Relation	No. & Description of Securities Transacted			Date of Approval (where applicable)	Securities held as on March 31, _____	Date of Transaction	Folio No./DP ID/Client ID
		Purchase	Sale	Others (Specify)				
1.								
2.								

3.								
4.								
5.								
6.								
7.								
8.								
9.								
10.								

I declare that I have complied with the requirement the minimum holding period of 30 days in respect of the Securities sold.

I declare that I have not violated the provisions of the Regulations and/or the Code.

I declare that above details are true, correct and complete in all respect.

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Designation: \_\_\_\_\_

Department: \_\_\_\_\_

Emp. No.: \_\_\_\_\_

Date \_\_\_\_\_

**Please sign and return even if you have nothing to declare.**