



Siddhi Vinayak Shipping Corporation Ltd.

CODE OF INTERNAL PROCEDURES AND CONDUCT FOR

REGULATING, MONITORING AND REPORTING OF

TRADING BY INSIDERS

(EFFECTIVE FROM: 15th May, 2015)

INTRODUCTION:

Insider trading means dealing in Securities of a company by its Directors, Employees or other Insiders based on unpublished Price Sensitive Information. Such dealing by Insiders erodes the investors' confidence in the integrity of the management and is unhealthy for the capital markets.

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, had formulated the SEBI (Insider Trading) Regulations, 2015 under the powers conferred on it under the SEBI Act, 1992. These regulations came into force with effect from 15th May, 2015 and the same were made applicable to all companies whose shares were listed on Indian Stock Exchanges.

This Code has been designed to fulfill the responsibility cast on the Company by the Insider Trading Regulations, 1992 as amended on 15th January, 2015. (herein after referred to as "the regulations").

The New Code of Conduct for Prevention of Insider Trading (hereinafter referred to as "the Code") is being introduced to replace the earlier Code of Conduct for Prevention of Insider Trading, (effective 15th May, 2015) to enhance the standards of governance and to take into account certain changes in the organization structure.

Regulation 3 of the Regulations, which prohibits insider trading is quoted below:

"No Insider shall -

(i) either on his own behalf or on behalf of any other person, deal in securities of a company listed on any stock exchange when in possession of any unpublished price sensitive information;

Or

(ii) communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

1. DEFINITIONS AS USED IN THIS CODE:

1.1 **“Act”** means the Securities and Exchange Board of India Act, 1992.

1.2 **“Board”** means Board of Directors of the Company.

1.3 **“Code”** or **“Code of Conduct”** shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of Siddhi Vinayak Shipping Corporation Limited as amended from time to time.

1.4 **“Company”** means Siddhi Vinayak Shipping Corporation Limited.

1.5 **“Compliance Officer”** means any senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.

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 “Dealing(s) in securities”** means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in the securities of the Company by any person either as principal or agent or whether singly or jointly with any other person.
- 1.8 “Dependent Family Member”** shall mean the spouse, dependent parents, dependent children or any other person who is financially dependent upon the employee.
- 1.9 “Designated Employee(s)” shall include :**
- a) Every employee in the grade of Assistant General Managers and above;
 - b) Every employee in the finance, accounts, secretarial and legal department as may be determined and informed by the Compliance Officer; and
 - c) Any other employee as may be determined and informed by the Compliance Officer from time to time.
- 1.10 “Director”** means a member of the Board of Directors of the Company.
- 1.11 “Employee”** means every employee of the Company including the Directors in the employment of the Company.
- 1.12 “Generally available Information”** means information that is accessible to the public on a non-discriminatory basis.
- 1.13 “Identified Account”** means any security account related or controlled by an Insider including: -
- a) Personal accounts of Insiders
 - b) Accounts held by or for the benefit of dependent family member of Insider.
- These requirements do not apply to accounts in which the Insiders have been determined to have only a verifiable arm’s length beneficial interest, such as certain trusts, provided that the Insiders do not influence or control investment policy or decisions of such accounts in any way, whether directly or indirectly.
- 1.14 “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
- 1.15 “Insiders”** : Insiders will include the following employees / officers of the Solar Group
- a) All members of the Board of Directors
 - b) Business Heads
 - c) Members of Business Leadership Teams,
 - d) All Associate Vice-Presidents and above,
 - e) All employees in offices of Executive Director and secretarial.
 - f) Dependent family members of the aforesaid persons.

- 1.16** **“Key Managerial Person”** means person as defined in Section 2(51) of the Companies Act, 2013
- 1.17** **“Officer”** It includes any Director, Manager, or Secretary or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the directors is or are accustomed to act.
- 1.18** **"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:
- 1.19** **“Regulations”** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- 1.20** **"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 this includes:
- (i) shares, scrips, bonds, debentures, debenture stock or other marketable securities of a like nature,
 - (ii) put, call or any other option on the Company’s Securities even though they are not issued by the Company,
 - (iii) futures, derivatives and hybrids, and
 - (iv) such other instruments recognized as securities and issued by the Company from time-to-time
- 1.21** **“Specified Persons”** means the Directors, connected persons, the insiders, the Designated Employees and the promoters and immediate relative’s s are collectively referred to as Specified Persons.
- 1.22** **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 1.23** **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly
- 1.24** **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;
- 1.25** **“Unpublished Price Sensitive Information” means: 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 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;
 - e. Changes in key managerial personnel; and

- f. Material events in accordance with the listing agreement

Words and expressions not defined in this Policy shall have the same meaning as contained in the SEBI (Prohibition of Insider Trading) Regulation, 1992 as amended on 15th January, 2015 or SEBI Act, 1992 or the Companies Act, 2013. For details please visit SEBI website www.sebi.gov.in

2. ROLE OF COMPLIANCE OFFICER

The Board of the Company shall appoint the Company Secretary as the Compliance Officer to ensure compliance and for effective implementation of the Regulations and also this Code across the Company.

The Compliance Officer shall report to the Managing Director or Chief Executive Officer as the case may be. The Compliance Officer shall hold the position so long as he/she is in the employment of the Company. Till such time a successor is appointed, the Head of Finance shall, in the interim period act as the Compliance Officer.

In order to discharge his/her functions effectively the Compliance Officer shall be adequately empowered and provided with adequate manpower and infrastructure to effectively discharge his/her functions. In the performance of his/her duties, the Compliance Officer shall have access to all information and documents relating to the Securities of the Company.

The Compliance Officer shall act as the focal point for dealings with SEBI in connection with all matters relating to the compliance and effective implementation of the Regulations and this Code.

DUTIES OF THE COMPLIANCE OFFICER

The Compliance Officer shall be responsible for

1. Setting forth policies in consultation with the Board of Directors/Managing Director.
2. Prescribing procedures for various activities referred to in the Code.
3. Monitoring adherence to the rules for the preservation of "Price Sensitive Information".
4. Grant of pre-dealing approvals to the Specified Persons for dealings in the Company's Securities by them / their Dependents and monitoring of such dealings.
5. Implementation of this Code under the general supervision of the Board of Directors.

The Compliance Officer shall maintain a record (either manual or in electronic form) of the Specified Persons and their Dependents and changes thereto from time-to-time.

The Compliance Officer shall assist all the Employees in addressing any clarifications regarding the Regulations and this Code.

The Compliance Officer shall place status reports before the Board of Directors,

detailing dealings in the Securities by the Specified Persons along with the documents that such persons had executed in accordance with the pre-dealing procedure prescribed under the Code on a monthly basis.

3. PRESERVATION OF "PRICE SENSITIVE INFORMATION"

All the Specified Persons shall maintain the confidentiality of all Price Sensitive Information (PSI) coming into their possession or control.

To comply with this confidentiality obligation, the Specified Persons shall not:

1. Pass on PSI to any person directly or indirectly by way of making a recommendation for the purchase or sale of Securities of the Company or
2. Disclose PSI to their family members, friends, business associates or any other individual or
3. Discuss PSI in public places or
4. Disclose PSI to any Employee who does not need to know the information for discharging his or her duties or
5. Recommend to anyone that they may undertake Dealing in Securities of the Company while being in possession, control or knowledge of PSI or
6. Be seen or perceived to be Dealing in Securities of the Company on the basis of unpublished PSI.

3.1 Need to Know

The Specified Persons who are privy to unpublished PSI shall handle the same strictly on a "Need to Know" basis. This means the unpublished PSI shall be disclosed only to those persons within the Company who need to know the same in the course of performance or discharge of their duty and whose possession of unpublished PSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

All non-public information directly received by any Employee shall be immediately reported to the Head of the Department.

3.2 Limited access to confidential information

The Specified Persons privy to confidential information shall, in preserving the confidentiality of information, and to prevent its wrongful dissemination, adopt among others, the following safeguards:

- Files containing confidential information shall be kept secure.
- Computer files must have adequate security of login through a password.
- Follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time to time in consultation with the person in charge of the information technology function.

4. PREVENTION OF MISUSE OF "UNPUBLISHED PRICE SENSITIVE INFORMATION"

Employees and connected persons designated on the basis of their functional role ("**designated persons**") in the Company shall be governed by an internal code of conduct governing dealing in securities.

4.1 **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.

4.2 **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.

4.3 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.

4.4 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

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

4.5 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

5. TRADING RESTRICTIONS

All directors / officers and designated employees of the company shall be subject to trading restrictions as enumerated below:-

5.1 Trading Window

The period prior to declaration of price sensitive information is particularly sensitive for transactions in the Company's securities. This sensitivity is due to the fact that the Directors, Officers and Designated Employees will, during that period, often possess unpublished price sensitive information.

During such sensitive times, the Directors, Officers and Designated Employees will have to forego the opportunity of trading in the Company's securities. The Directors, Officers and Designated Employees 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.

5.2 Trading Window and Window Closure:

- (i) The trading period, i.e. the trading period of the stock exchanges, called 'trading window', is available for trading in the Company's securities.
- (ii) The trading window shall be, inter alia, closed 7 days prior to and during the time the unpublished price sensitive information is published.
- (iii) When the trading window is closed, the Specified Persons shall not trade in the Company's securities in such period.
- (iv) All Specified Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in Point No. (ii) above or during any other period as may be specified by the Company from time to time.

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

- Declaration of Financial results (quarterly, half-yearly and annual)
- Declaration of dividends (interim and final)
- Issue of securities by way of public/ rights/bonus, etc.
- Any major expansion plans or execution of new projects
- Amalgamation, mergers, takeovers and buy-back
- Disposal of whole or substantially whole of the undertaking
- Any changes in policies, plans or operations of the Company disruption of operations due to natural calamities;
- Commencement of any new commercial production/commercial operations where the contribution there from is likely to exceed 5% of the total turnover of the Company during that financial year;
- Developments with respect to changes in pricing / realization on goods and services arising out of changes in government policy;
- Litigation/dispute with a material impact;

- Revision of credit ratings assigned to any debt or equity instrument of the Company;
 - Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the securities of the Company;
- 5.3 The period of closure shall be effective from the date of circulation of agenda papers pertaining to the subject referred above, upto 24 hours after the information is submitted to the Stock Exchange.
- 5.4 The trading window shall be opened 24 hours after the information referred in 6.3 is made public.
- 5.5 All Directors, Officers, Designated Employees 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

6. PRE CLEARANCE OF TRADES

All Directors, Officers, Designated Employees of the Company who intend to deal in the securities of the Company during free period in excess of 100 Shares or up to Rs. 5 Lakhs (Market Value) or 1% of total shareholding, whichever is less shall pre-clear the transactions as per the pre-dealing procedure as described hereunder. The Company Secretary is authorized to change the number of Securities from time to time.

6.1 Pre-dealing Procedure

- 6.1.1 An application for pre-clearance of trade may be made in Form 'A' to the Compliance Officer along with an undertaking (UT) (Annexure I) in favour of the Company by such Designated Employee, Director, Officer incorporating, inter alia, the following clauses, as may be applicable:
- a) That the employee/ director/officer does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
 - b) That in case the Designated Employee, Director, Officer has access to or receives "Price Sensitive Information" after the 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 in the securities of the Company till the time such information becomes public.
 - c) That he or she has not contravened the code of Conduct for prevention of insider trading as notified by the Company from time to time.
 - d) That he or she has made a full and true disclosure in the matter.
- 6.1.2 The Compliance Officer shall on receiving an application provide the Director, Officer, and Designated Employee with an acknowledgement on the duplicate of the application.

6.1.3 The Compliance Officer shall grant approval (Annexure II) within 2 days from the date of acknowledgement.

6.1.4 The Compliance Officer shall retain copies of all applications and acknowledgements.

6.2 **Other Restrictions:**

6.2.1 All Specified Persons shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. The Specified Persons shall file within 2 (two) days of the execution of the deed, the details of such deal with the Compliance Officer in the prescribed form.(Annexure III). If the order is not executed within one week after the approval is given, the Specified Persons must pre clear the transaction again. All Directors, Officers, Designated Employees shall hold their investments in securities for a minimum period of 30 days irrespective of mode of acquisition in order to be considered as being held for investment purposes.

6.2.2 The holding period shall also apply to subscription in the primary market (IPOs). In the case of IPOs, the holding period would commence when the securities are actually allotted.

6.2.3 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 shall be made to the Compliance Officer in Form 'B\

7. **PROHIBITION ON DEALING, COMMUNICATING OR COUNSELLING ON MATTERS RELATING TO INSIDER TRADING**

No Insider shall -

7.1 either on his own behalf, or on behalf of any other person, deal in securities of the company when in the possession of any unpublished price sensitive information;

7.2. 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 the ordinary course of business or under any law. Prevention of Misuse of Unpublished Price Sensitive Information

8. **REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES**

8.1 **Initial Disclosures**

Every Director/ Key Managerial Personnel/ Directors/ Officers and Designated Employee of the Company on being appointed as such shall disclose to the Company, in Form 'C', the number of shares or voting rights in the Company held by him and their dependent members within 4 working days of becoming a Director or Officer or Designated Employee of the Company.

Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter.

8.2 Continual Disclosures

Every promoter, employee and director of the Company 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. Five lakhs.

The disclosure shall be made within 2 working days of:

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

The disclosures under this Clause shall be sent to the Compliance Officer of the Company.

8.3 Quarterly/Annual Disclosures

All Directors, Officers, Designated Employees and their dependent family members dealing in the Securities of the Company shall be required to forward following details of their Securities transactions including the holdings of dependent family members to the Compliance officer in Form 'D':

- All holdings in securities of the Company by Directors, Officers, Designated Employees at the time of joining the Company;
- Statement of any transactions in securities of the Company, whether pre-clearance of trade was obtained or not, in Form 'D' on a quarterly basis within 15 days from the end of each quarter; and
- Annual statement of all holdings in securities of the Company in Form 'E' as on March 31st of each year, before April 30 of that year.

8.4 Disclosure by the Company to Stock Exchanges

Within 2 days of the receipt of intimation under Clause 9.2, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

8.5 Records of disclosures received by the Company

The Compliance officer shall maintain records of all the declarations in the appropriate form given by the Directors, Officers and Designated Employees for a minimum period of three years.

The Compliance officer shall place before the Managing Director, on a monthly basis all the details of the dealing in the securities by the Designated Employees, Directors, Officers of the company and the accompanying documents that such persons had

executed under the pre-dealing procedure as envisaged in this code

9. Dissemination of Price Sensitive Information

- 9.1 No information shall be passed by Specified Persons by way of making a recommendation for the purchase or sale of securities of the Company.
- 9.2 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 be 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 price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

10. PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT

- 10.1 Every Specified Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).
- 10.2 Any Specified Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.
- 10.3 Specified Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.
- 10.4 The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

11. INQUIRY

- 11.1 Where on the basis of the records available or the information received, Compliance Officer finds or has a reason to believe that any employee or officer of the company has violated the provisions of this Code, than such person may be required to furnish documents/evidences to prove the compliance of the Code by him.
- 11.2 If on the receipt of the documents/evidences, Compliance Officer is satisfied that there is no noncompliance of the Code then no penal action would taken against him. However, in case of noncompliance of the Code, appropriate penal actions as decided by the Board of Directors would be taken against such person.

- 11.3 In case the proper documents/information is not submitted by the insider, within the time limit as prescribed by the Compliance Officer then the Compliance Officer and HR-Head shall jointly undertake an inquiry.
- 11.4 To undertake the inquiry, the Compliance Officer and HR-Head may appoint one or more competent person (hereinafter referred to as authorized representative). While undertaking the inquiry, the authorized representative may take such actions as may be required including checking the transaction of the insider with the brokerage firm/relevant agencies or authorities. The inquiry should be completed within 15 days. Authorized representative will submit his report to the Compliance Officer within 5 days of the completion of the inquiry.
- 11.5 If on the completion of the investigation, insider is found to be the guilty of the violation of the Code, then his case would be referred to the Board of Directors and appropriate disciplinary action would be taken against him. Decision of the Board of Directors would be final and binding upon the insider.

12. CODE OF FAIR DISCLOSURE:

A code of practices and procedures for fair disclosure of unpublished price sensitive information for adhering each of the principles is set out below:

- 12.1 Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- 12.2 Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
- 12.3 Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- 12.4 Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- 12.5 Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
- 12.6 Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
- 12.7 Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- 12.8 Handling of all unpublished price sensitive information on a need-to-know basis

13. MISCELLANEOUS

- 13.1 Any employee of the Company who becomes aware of any violation by an insider shall immediately intimate the Compliance Officer of such violation or non compliance. The information provided by such employee shall be treated as confidential and shall not be disclosed.
- 13.2 If any employee has any query/question about this Code or its application to any proposed transaction, the same may be addressed to the Compliance Officer.
- 13.3 The Code shall remain in force until withdrawn by the Board of Directors of the Company.

Forms relating to reporting under Prevention of Insider Trading are as follows

- Form A - application for pre-clearance of trade
- Form B - application for waiver of minimum holding period
- Form C - form for initial disclosure
- Form D - quarterly statement
- Form E - annual disclosure
- Form F - disclosure of change in holding.



Siddhi Vinayak Shipping Corporation Limited

(Formerly known as Si. Vi. Shipping Corporation Limited)

Form A
(To be submitted in duplicate)
Application for Pre-clearance of Trade under SEBI
(Prohibition of Insider Trading) Regulations, 1992

To,
The Compliance Officer
Siddhi Vinayak Shipping Corporation Limited

Dear Sir/Madam,

Sub: 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 of the Company as per details given below:

Sr.No.	Particulars		
1.	Name of the applicant	:	
2.	Designation	:	
3.	Number and value of securities in the Company held as on date (with folio/DP ID/Client ID No.)	:	
4..	The Proposal is for	:	a. Purchase of Securities b. Subscription to the securities c. Sale of securities
5.	Proposed date of dealing in securities	:	
6.	Estimated number of securities Proposed to be acquired/subscribed/sold	:	
7.	Price at which the transaction is proposed	:	
8.	Current market price (as on the date of application)	:	
9.	Whether the proposed transaction will be through stock exchange or off market deal	:	
10.	Folio No. / DP ID / Client ID No. where the Securities will be credited / Debited	:	

I enclose herewith the form of Undertaking signed by me.

Yours Faithfully,

Signature of Employee



Siddhi Vinayak Shipping Corporation Limited

(Formerly known as Si. Vi. Shipping Corporation Limited)

ANNEXURE-I UNDERTAKING

To,
Siddhi Vinayak Shipping Corporation Limited
Office Block, First Floor, Plot No. 237/2& 3,
Sub Plot No. A-25, Central Park Soc,
GIDC, Pandesara, Surat-394221

I, _____, _____ of the Company
residing at, _____ am desirous of dealing in _____ * shares of the
Company 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 four 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 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



Siddhi Vinayak Shipping Corporation Limited

(Formerly known as Si. Vi. Shipping Corporation Limited)

ANNEXURE-II PRE - CLEARANCE ORDER

To,
Name: _____
Designation: _____
Place: _____

This is to inform you that your request for dealing in _____ (nos) shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 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 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,

For Siddhi Vinayak Shipping Corporation Limited

Ankita Ashok Jain
(Compliance Officer)

Date: _____

Encl: Format for submission of details of transaction



Siddhi Vinayak Shipping Corporation Limited

(Formerly known as Si. Vi. Shipping Corporation Limited)

Form B

Application for waiver of minimum holding period

Date: _____

To,
Siddhi Vinayak Shipping Corporation Limited
Office Block, First Floor, Plot No. 237/2& 3,
Sub Plot No. A-25, Central Park Soc,
GIDC, Pandesara, Surat-394221

Dear Sir,

I request you to grant me waiver of the minimum holding period of 30 days as required under clause 4.2. of the Code of Conduct for prevention of insider trading with respect to _____ shares of the Company held by me / _____ (name of relative) singly / jointly acquired by me on _____ (Date). I desire to deal in the said shares on account of _____ (give reasons).

Thanking You,

Yours faithfully,

(Name)

(Designation)

(Department)



Siddhi Vinayak Shipping Corporation Limited

(Formerly known as Si. Vi. Shipping Corporation Limited)

ANNEXURE-III DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To
The Compliance Officer,
Siddhi Vinayak Shipping Corporation Limited
Office Block, First Floor, Plot No. 237/2& 3,
Sub Plot No. A-25, Central Park Soc,
GIDC, Pandesara, Surat-394221

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 3 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 agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (*applicable in case of purchase / subscription*).

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: _____



Siddhi Vinayak Shipping Corporation Limited

(Formerly known as Si. Vi. Shipping Corporation Limited)

FORM C (Form for Initial Disclosure)

To
The Compliance Officer,
Siddhi Vinayak Shipping Corporation Limited
Office Block, First Floor, Plot No. 237/2& 3,
Sub Plot No. A-25, Central Park Soc,
GIDC, Pandesara, Surat-394221

Date: _____

I, _____, in my capacity as _____ of the Company hereby submit the following details of securities held in the Company as on _____ (date of becoming Specified Person).

I. Details of Security held by me;

Type of Security	No. of Security held	Folio No	Beneficiary A/c Client ID

II. Details of dependent(s) :

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 1992 and the Company's Code of Procedures and Conduct for Prevention of Insider Trading, I hereby declare that I have the following dependents:

Sr. No.	Name of the dependent	Relation with Director / Officer / Designated Employee

IV. Details of Securities held by Dependent (s)

Name of Relative	Relationship	Department	No. of Shares held	Folio No. / DP ID / CL ID

Signature



Siddhi Vinayak Shipping Corporation Limited

(Formerly known as Si. Vi. Shipping Corporation Limited)

FORM D (Quarterly Statement)

To
The Compliance Officer,
Siddhi Vinayak Shipping Corporation Limited
Office Block, First Floor, Plot No. 237/2& 3,
Sub Plot No. A-25, Central Park Soc,
GIDC, Pandesara, Surat-394221

Date: _____

I, _____, in my capacity as _____ of the Company hereby submit the following details of securities held in the Company as on _____ (date of becoming Specified Person).

I. Details of Security held by me;

No. of Shares held Date of Joining	No. of shares bought during the quarter	No. of shares sold during the quarter	No. of shares held on the last day of the quarter

II. Details of shares held by Relatives/ Dependent Family Members (as applicable):

Name of Relative	Relationship	No. of Shares held on the 1st day of quarter	No. of shares bought during the quarter	No. of shares sold during the quarter	No. of shares held on the last day of the quarter

I / We declare that I / We have complied with the requirements of minimum holding period of 30 days with respect to the shares sold - (yes/ no / NA)

Signature



Siddhi Vinayak Shipping Corporation Limited

(Formerly known as Si. Vi. Shipping Corporation Limited)

FORM E

(Annual Disclosure)

To
The Compliance Officer,
Siddhi Vinayak Shipping Corporation Limited
Office Block, First Floor, Plot No. 237/2& 3,
Sub Plot No. A-25, Central Park Soc,
GIDC, Pandesara, Surat-394221

Date: _____

I, _____, in my capacity as _____ of the Company hereby submit the following details of securities held in the Company as on _____ (date of becoming Specified Person).

I. Details of Security held by me;

No. of shares held on April 1, _____	No. of shares bought during the year	No. of shares sold during the year	No. of shares held as on March 31, _____	Folio No./DP ID/ Client ID

II. Details of shares held by Relatives/ Dependent Family Members (as applicable) :

Name of Relative	Relationship	No. of shares held on April 1, _____	No. of shares bought during the year	No. of shares held as on March 31, _____	Folio No. / DP ID/ Client ID

I / We declare that I / We have complied with the requirements of minimum holding period of 30 days with respect to the shares sold - (yes/ no / NA)

Signature



Siddhi Vinayak Shipping Corporation Limited

(Formerly known as Si. Vi. Shipping Corporation Limited)

FORM F (Disclosure of Change in Holding)

To
The Compliance Officer,
Siddhi Vinayak Shipping Corporation Limited
Office Block, First Floor, Plot No. 237/2& 3,
Sub Plot No. A-25, Central Park Soc,
GIDC, Pandesara, Surat-394221

Date: _____

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

Name, PAN address of share holder	No. of Securities held before the transaction	Receipt of allotment advice/ acquisition of /sale of securities	Name of the transaction			Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed	Folio No. /DP ID/ Client ID
			Purchase	Sale	Others			

Details of shares held by Relatives/ Dependent Family Members (as applicable):

Name, PAN address of share holder and relationship	No. of Securities held before the transaction	Receipt of allotment advice/ acquisition of /sale of securities	Name of the transaction			Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed	Folio No. /DP ID/ Client ID
			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.

Signature