



**SHREYAS SHIPPING AND LOGISTICS LIMITED**

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CIN: L63000MH1988PLC048500

**CODES OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE  
OF  
UNPUBLISHED PRICE SENSITIVE INFORMATION**

## 1. INTRODUCTION

- 1.1 Shreyas Shipping & Logistics Limited (the “**Company**”) had introduced a Code of Conduct for regulating, monitoring and reporting of insider trading by employees of the Company, including Directors, and other “connected persons” (as defined in the Regulations), in relation to the securities of the Company (this “**Code**”) in accordance with the requirement of SEBI (Prohibition of Insider Trading) Regulations 1992.
- 1.2 Securities and Exchange Board of India (SEBI) had notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 vide notification dated January 15, 2015. The Regulations had come into force on the 120<sup>th</sup> day from the date of its publication in the official gazette, i.e. w.e.f. May 15, 2015. This Code of Conduct was called CODE OF CONDUCT FOR REGULATING, MONITORING AND REPORTING TRADING BY INSIDERS” (“the Code”) and it had replaced the then existing Code Of Conduct For Prevention Of Insider Trading And Code Of Corporate Disclosure Practices. The said code was approved by the Board of Directors at their meeting held on May 26, 2015 w. e. f May 15, 2015 and the same has been since applicable to the Directors and other Designated Employees of the Company and the connected persons.
- 1.3 Vide notification dated 31<sup>st</sup> December 2018, Securities and Exchange Board of India (SEBI) has amended the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the same shall come into force on April 01, 2019 (hereinafter referred to as “Regulations”). This code of conduct is called “CODES OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION”. The said code has been approved by the Board of Directors at their meeting held on February 07, 2019.
- 1.4 Vide notification dated 17<sup>th</sup> September 2019, Securities and Exchange Board of India (SEBI) has amended the SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2015. This code has been amended upon being so notified. The said code has been approved by the Board of Directors at their meeting held on July 21, 2020.

## 2. OBJECTIVE

- 2.1 The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, which is effective from May 15, 2015 requires Board of Directors of every listed Company to formulate a code of conduct to regulate, monitor and report trading by its employees and other connected persons, towards achieving compliance with these regulations, in relation to the securities of the Company.
- 2.2 The objective of this Code is to ensure protection of un-published price-sensitive information and regulate, monitor and report trading by its employees and other connected persons. The Insiders as defined in the Code shall be prohibited, from communicating, providing or allowing 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.

### 3. APPLICABILITY

3.1 The Code applies to following and they shall be collectively referred to as “Designated Persons”:

- a. All the Directors of the Company;
- b. Immediate Relatives of the Directors;
- c. Employees and connected persons designated on the basis of their functional role;
- d. Immediate Relatives of designated employees of the company;

### 4. DEFINITIONS

- a. “Act” means the Securities Exchange Board of India Act, 1992.
- b. “Company” means SHREYAS SHIPPING AND LOGISTICS LIMITED
- c. “Designated Persons means “Employees and connected Persons” designated on the basis of their functional role and shall include: -
  - i All Whole time Directors
  - ii Senior Management
  - iii Employees, intermediary or fiduciary designated on the basis of functional role who have access to unpublished price sensitive information as may be determined by the Company from time to time.
  - iv Promoters
  - v Any support staff such as IT, Finance or secretarial team
  - vi Persons with whom such designated persons shares a material financial relationship
- d. “Senior Management” means and include the following personnel:
  - i. The Chief Executive Officer/Managing Director of the Company and its material subsidiary
  - ii. General Managers
  - iii. Senior Managers
- e. “Trading in Securities” means and include subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, and deal in any securities and “trade” shall be construed accordingly.
- f. “Immediate Relative” means a spouse of a person, and includes parents, siblings, 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;
- g. “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 securities of the Company and shall, ordinarily including but not restricted to information relating to the following:-

- i. Periodical audited or unaudited financial results of the Company, standalone or consolidated;
- ii. Intended declaration of dividends (both interim and final);
- iii. Issue of securities by way of public, bonus, rights etc. or buy-back of securities;
- iv. Any major expansion plans or execution of new projects;
- v. Change in Key Managerial Personnel;
- vi. Amalgamation, Merger, Takeover, or Restructuring;
- vii. Disposal of the whole or substantial part of the undertaking;
- viii. Material events in accordance with the listing agreement;

- h. “Initial Disclosures: According to Regulation 7(1) (a) every promoter, key managerial personnel and director of every company whose securities are listed on any recognized stock exchange shall disclose his holding of securities of the company as on the date of these regulations taking effect, to the company within thirty days of these regulations taking effect.

Further, in terms of Regulation 7(1) (b) every person on appointment as 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.

- i. “Continual Disclosures”: According to Regulation 7 (2) (a) every promoter, employee and director of every 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. 10,00,0000/- (Rupees Ten Lakhs) or such other value as may be specified;

Further, in terms of Regulation 7(2) (b) every company shall notify the particulars of such trading to the stock exchanges on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

Explanation. — It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure above, shall be made when the transactions effected after the prior disclosure cross the threshold specified above.

- j. “Regulations” mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 including any amendment or re-enactment thereof.
- k. “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 mutual fund;
- l. “Threshold limit” means the minimum number of securities or the value of securities, as decided by the Board of Directors of the Company from time to time in line with the

requirement of SEBI Insider Trading Regulations, 2015 for the purpose of making disclosure and/or obtaining pre-clearance of trades.

For the time being, Value of securities traded whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of INR. 10,00,000/- (Rupees Ten Lakhs) will be the threshold limit for making the disclosure to the Company and/or obtaining pre-clearance of trades.

- m. "Trading Window" means a trading period for trading in company's securities as specified by the Board from time to time and defined in this Regulation. The Trading window shall be closed during the time "Price Sensitive Information" is unpublished. When the trading window is closed, the Directors, employees and connected persons on the basis of their functional role as defined in the Code, shall not trade in the company's securities in such period.
- n. "Trading day" means a day on which recognized stock exchanges are open for trading;"
- o. "Financially Literate" shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.
- p. Legitimate purpose shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations. Any person in receipt of unpublished price sensitive information pursuant to a legitimate purpose shall be considered an insider for purpose of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information and the same shall be read as Policy for determination of legitimate purpose.

Words and expressions used but not defined in these Regulations will have the same meaning as contained in SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Securities and Exchange Board of India Act, 1992 and The Companies Act, 2013.

## **5. COMPLIANCE OFFICER**

- 5.1 The Company Secretary will be the Compliance Officer and shall act as the Chief Investor Relations Officer and he / she will report to the Board of Directors of the Company & in particular, shall provide reports to Chairman of Audit Committee and the Chairman of Board of Directors at every quarter.
- 5.2 The Company may designate such other officer as may be required under Regulations or Listing Agreement and any other SEBI Regulation in the absence of the Company Secretary.
- 5.3 The Compliance Officer will maintain a records (either manual or in electronic form) of the Designated Persons and their immediate relatives (Appendix VI) and changes thereto from time to time, in consultation with Chief Executive Officer of the Company.

- 5.4 The Compliance Officer shall assist all the employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 and the Company's Code of Conduct. Besides the above, the Compliance Officer will be responsible for overseeing and coordinating disclosure of price sensitive information to Stock Exchanges, Analysts, shareholders and media in accordance with Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
- 5.5 The Compliance Officer will inform the Stock Exchanges of any price sensitive information as required by the Listing Agreement from time to time.
- 5.6 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 Designated Persons' and their immediate relatives trades, monitoring of trades and the implementation of Code of Conduct under the overall supervision of the Board of the Company.
- 5.7 The Compliance Officer will assist the Directors and Designated Employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Code.
- 5.8 Compliance Officer will propose necessary changes to the Code of the Company, as and when the same are necessitated. The proposal will be considered by the Board of Directors of the Company and, if approved, will take effect as may be approved by the Board.
- 5.9 The Board of Directors while observing any violation of provisions of code of conduct, shall inform SEBI about such violation as soon as possible.

## **6. PRESERVATION OF PRICE SENSITIVE INFORMATION**

- 6.1 All the Designated Persons must maintain confidentiality of all Unpublished Price Sensitive Information (UPSI) coming into their possession or control;
- 6.2 To comply with this confidentiality obligation, the Designated Persons shall not:
- i. pass on Price Sensitive Information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company;
  - ii. disclose Price Sensitive Information to their family members, friends, business associates or any other individual, or
  - iii. discuss Price Sensitive Information in public places, or
  - iv. disclose Price Sensitive Information to any employee who does not need to know the information for discharging his or her duties, or
  - v. recommend to any one that they may undertake trading in Securities of the Company while being in possession, control or knowledge of Price Sensitive Information;

- vi. be seen or perceived to be Dealing in Securities of the Company on the basis of unpublished Price Sensitive Information.

**Need to Know:** Price Sensitive Information must be handled on a 'need to know' basis. Such information should be disclosed only to those within the Company who need the information for legitimate purposes, performance of duties or discharge of legal obligations and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of information.

- 6.3 All non-public information directly received by any Director/ Designated Employee should be reported to the Head of his/her department and the Compliance Officer immediately.
- 6.4 All files containing confidential information will be kept secure and under lock and key. Computer files will have adequate security of login and passwords. The Designated Employees shall ensure that no papers / documents/ deeds containing UPSI shall be left loose / unattended within the office premise.
- 6.5 A structured database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to ensure the compliance of maintenance of a digital database for sharing the information for said legitimate purposes.
- 6.6 Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:
- a) immediate relatives
  - b) persons with whom such designated person(s) shares a material financial relationship
  - c) Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one-time basis

## **7. PREVENTION OF MISUSE OF PRICE SENSITIVE INFORMATION**

7.1 Every Designated Employee must disclose to the Compliance Officer in the prescribed format notified by the Compliance Officer the details regarding holding of securities of Company by such a person within seven (7) days of becoming a Director or a Designated Employee of the Company.

### **7.2 Protection of employees against retaliation and victimization**

- Any suspected violation of leak of UPSI or violation of this Code can be reported under whistle blower mechanism.
- Retaliation for reporting suspected violation is strictly prohibited under this Policy.

- Employees who reports any alleged violation of insider trading laws in accordance with the Informant Mechanism introduced vide SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 dated September 17, 2019, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination.

## **8. TRADING WINDOW**

- 8.1 Other than the period (s) for which the Trading Window is closed as prescribed hereunder, the same shall remain open for Trading in the Securities.
- 8.2 Unless otherwise specified by the Compliance Officer, the Trading Window for Trading in Securities of the Company shall be closed for the following purposes: -
- i. Declaration of financial results (quarterly and annual), standalone and consolidated, of the Company;
  - ii. Intended declaration of dividends (both interim and final);
  - iii. Issue of securities Preferential, Rights, Bonus or buy-back of securities;
  - iv. Any major expansion plans or execution of new projects;
  - v. Change in Key Managerial Personnel;
  - vi. Amalgamation, Merger, Takeover, or Restructuring;
  - vii. Disposal of the whole or substantial part of the undertaking;
  - viii. Material events in accordance with the Listing agreement with Stock Exchanges;

### **Trading Window Closure for Declaration of Financial Results:**

In respect of declaration of financial results, the Trading Window shall remain closed for a period of 7 days (including Saturday and Sunday) prior to the date on which the quarterly or annual standalone / consolidated, financial results, as the case may be are declared. Designated persons and their immediate relatives shall not trade in securities when trading window is closed.

### **Trading Window Closure for declaration of dividend and other matters as mentioned in point no (ii to viii) as mentioned above**

In respect of point no (ii to viii) above, the trading window shall be closed for such period as may be determined by Compliance Officer in consultation with Chairman & Managing Director / CEO of the Company.

### **Opening of Trading Window:**

The Trading Window shall be opened 48 (forty-eight) hours after the information referred to above is made public.

- 8.3 All the Designated Persons will conduct all their dealings in the securities of the Company only in a valid trading window and will not deal in any transaction involving the purchase or sale of the Company's securities during the period in which "Trading Window" is closed or during any other period as may be specified by the Compliance Officer from time to time.



9. **PRE-CLEARANCE OF TRADES**

9.1 All Designated Persons who intend to deal in the securities of the Company above a minimum threshold limit fixed as aforesaid, will pre-clear the transactions as per the pre-clearance procedure given below:

i. Every Insider must make an application in the prescribed form to the Compliance Officer, indicating the estimated number of securities that such person intends to deal in, details of depository and such other information as may be prescribed by the Regulations, as may be amended and modified from time to time.

For the Compliance Officer, pre-clearance is required to be taken from the Chairman & Managing Director of the Company;

ii. Every Designated Person must sign an undertaking in the prescribed form which will have the following details among other things:

(a) That he does not have any access to or has not received any Price Sensitive Information up to the time of signing the undertaking.

(b) That if he has access to, or receives, any Price Sensitive Information after the signing of the undertaking but before the execution of the transaction he/she will inform the Compliance officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.

(c) That he has not contravened the Code as notified by the Company from time to time.

(d) That he has made a full and true disclosure in the matter

10. **CONFIDENTIAL MAINTAINANCE OF "RESTRICTED LIST"**

10.1 The Compliance Officer shall confidentially maintain a list of such securities as a "restricted list" which shall be used as their basis for approving or rejecting application for pre-clearance of trades.

10.2 If the Compliance Officer approves the application made by the Designated Person, the Compliance Officer will intimate such Designated Person, of the approval, in the format prescribed.

10.3 All Designated Persons will execute their order in respect of the securities of the Company within Seven trading days from the date of the approval of pre-clearance. The details of the transactions including the total number of shares bought or sold or traded in any manner by the Designated Person, the date on which the order was executed and other details, will be intimated forthwith, not exceeding two (2) working days from date of the transaction, to the Compliance Officer in the

format as may be prescribed by the Regulations and formats prescribed by the Company from time to time.

- 10.4 If the order is not executed within seven trading days from the date of the pre-clearance approval, the Insider must pre-clear the transaction again.
- 10.5 All Directors/ Designated Employees who buy or sell any number of shares of the Company will not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. 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 SEBI(Prohibition of Insider Trading)Regulations,2015

If contra trade is executed, inadvertently or otherwise, in violation of said restriction, THE PROFITS FROM SUCH TRADE SHALL BE LIABLE TO BE DISGORGED FOR REMITTANCE TO THE BOARD (SEBI) FOR CREDIT TO INVESTOR PROTECTION AND EDUCATION FUND ADMINISTERED BY BOARD UNDER THE ACT.

- 10.6 All Directors / Designated Employees will not take positions in derivative transactions if any in the shares of the Company at any time.

## **11. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES**

- 11.1 Every Designated person shall disclose to the Compliance Officer the number of securities acquired or disposed of, within two trading days of such transaction if the value of securities traded, whether in one transaction or series of transaction over any calendar quarter, aggregates to a traded value in excess of Rs. 10,00,000 (Rupees Ten Lakhs) or such other value as may be specified,
- 11.2 The Compliance Officer shall notify of such trading to stock exchange on which the securities are listed within two trading days of receipt of disclosure.
- 11.3 Every Insider will adhere to the following reporting requirements in the formats as may be prescribed:

Event	Time Frame	Format of Disclosure
Application for pre-clearance of Trades:	Prior approval	Appendix I and II
Letter of Approval: Approval letter/ Pre-clearance Order from the Compliance Officer for the Trades	On receipt of application for pre-clearance	Appendix III
Completion of transaction: On completion of the buying, selling or trading of the securities of the Company after having pre-cleared the transaction by the Compliance Officer	Within 2 working days	Appendix IV
Statement of Initial Disclosure: Every Director, Designated Employee shall Disclose his	Within 30 days from 15th May, 2015	Appendix V

shareholding as on date of 15th May, 2015.		
Statement of Initial Disclosure: On joining as/ or becoming a Director, Designated Employee, promoter	Within 7 working days.	Appendix V
Disclosure to the Company: Any Director/Employee will disclose to the Company in Form D (format attached), the number of such securities acquired or disposed of 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	Within 2 trading days of such transaction	Appendix VI

- 11.4 The Company will maintain records of the declarations in the appropriate forms given by the Directors/Designated Employees for a minimum period of five years.

## **12. PENALTY FOR CONTRAVENTION OF THE CODE:**

- 12.1 The Company will take appropriate action and initiate inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and the Board shall be informed promptly of such leaks, inquiries and result of such inquiries. Any Designated person who trades in securities or communicates any information for trading in contravention of this Code will be penalized. The quantum of penalty will be decided by the Board on case to case basis, to whom the Chairman & Managing Director and the Compliance Officer will report such violations.
- 12.2 If designated person who is permitted to trade executes a contra- trade within 6 months THE PROFITS FROM SUCH TRADE SHALL BE LIABLE TO BE DISGORGED FOR REMITTANCE TO THE BOARD (SEBI) FOR CREDIT TO INVESTOR PROTECTION AND EDUCATION FUND ADMINISTERED BY BOARD UNDER THE ACT.
- 12.3 A Designated Employee of the Company who violates this Code, in addition to the above, will also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, clawback etc.
- 12.4 The action taken by the Company will not preclude SEBI from taking any action in case of violation of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

## **13. INFORMATION TO SEBI IN CASE OF VIOLATION**

- 13.1 In case it is observed by the Board of Directors that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors will inform SEBI accordingly.

**SHREYAS SHIPPING AND LOGISTICS's CODE OF CONDUCT TO REGULATE MONITOR  
AND REPORT TRADING BY INSIDERS**

**LIST OF APPENDICES**

<b>Appendix No.</b>	<b>Particulars</b>
I	Application form for Pre-clearance of Trades in Company's Securities
II	Undertaking to be accompanied with every Pre-clearance Application
III	Draft Letter of Approval from Compliance Officer/ Pre-clearance Order
IV	Confirmation of date of completion of transaction
V	Disclosure to the Company (FORM A &B)
VI	Disclosure to the Company (FORM C)
VII	Disclosure to the Company (FORM D)
VIII	Register of Designated Persons

**APPENDIX - I**

**APPLICATION FORM FOR PRE-CLEARANCE OF TRADE IN THE SECURITIES OF SHREYAS SHIPPING AND LOGISTICS LIMITED PURSUANT TO APPLICABLE PROVISIONS OF THE CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**

To,  
The Compliance Officer  
SHREYAS SHIPPING AND LOGISTICS LIMITED.,  
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<b>Internal Use</b>
Received Date:
Time:
Signature

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct to regulate, monitor and report Trading by insiders, I seek approval for purchase/ sale/subscription of the -----Securities (give description) of the Company as per the details given below:

State whether

Director	Designated Employee	Immediate relative
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Employee Code:_____ . Designation _____ Department _____ _____ Location _____
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Nature of Transaction (Buy / sell/subscribe)	*Name of Proposed Buyer/Seller	No. of Securities	**Date of purchase / allotment	***Previous approval no. and date for purchase / allotment	DPID & CLID/ folio no whether the securities will be credited / debited	No. of Securities held in such Account/ Folio No
					DP ID  CI ID  Folio No	

\* Applicable for off market transaction  
\*\* Applicable only if the application is in respect of sale of Securities  
\*\*\* Applicable only if the application is in respect of sale of Securities for which an earlier purchase sanction was granted by the Compliance Officer.

## APPENDIX – II

### **UNDERTAKING FOR PRE-CLEARANCE OF TRADE IN THE SECURITIES OF SHREYAS SHIPPING AND LOGISTICS LIMITED PURSUANT TO APPLICABLE PROVISIONS OF THE CODE OF CONDUCT FORREGULATING, MONITORING AND REPORTING TRADING BY INSIDERS**

(TO BE ACCOMPANIED WITH APPLICATION FOR PRE- CLEARANCE)

To,  
**The Compliance Officer**  
**SHREYAS SHIPPING AND LOGISTICS LIMITED,**

.....

Dear Sir,

I, \_\_\_\_\_ being a Director/Designated Employee of the Company, am desirous of dealing in \_\_\_\_\_ Securities of the Company held in my name/ in the name of my Immediate Relatives as mentioned in my application dated \_\_\_\_\_ for pre-clearance of the transaction.

I hereby confirm (in case of an application on behalf of Immediate Relatives on behalf of them):

- (a) to maintain confidentiality of all 'Unpublished Price Sensitive Information' that may come into my possession in the discharge of my duties with the Company;
- (b) not to pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company based on the same;
- (c) to report to the Compliance Officer, any non-public information that may be directly received by me;
- (d) that I did not have any access or received 'Unpublished Price Sensitive Information' upto the date of signing this undertaking ;
- (e) that in case I have access to or receive 'Unpublished Price Sensitive Information' after the signing of this undertaking but before the execution of the transaction, I will inform the Compliance Officer of the change in my position and that I will completely refrain from dealing in the securities of the Company till such time such information becomes public;



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- (f) that I have not contravened the Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time;
- (g) that I shall not enter into an opposite transaction during the next six months following the prior transaction;
- (h) that I am aware that I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time
- (i) that I have made full and true disclosure in the matter; and

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
Name of Designated Employee:

Date:

PAN No

Contact No

**APPENDIX – III**

**DRAFT LETTER OF APPROVAL/PRE-CLEARANCE ORDER FROM COMPLIANCE OFFICER OF SHREYAS SHIPPING AND LOGISTICS LIMITED.**

Date:

To:

Mr./Mrs \_\_\_\_\_

Employee Code No: \_\_\_\_\_

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

\_\_\_\_\_

Dear Sir,

Sub : **Pre-clearance of transaction in Company's Securities / or Disapproval**

Ref : **Your application dated \_\_\_\_\_ for pre-clearance of transaction for \_\_\_\_\_ shares of the Company in your name / in the name of \_\_\_\_\_.**

With reference to your above application, seeking pre-clearance for undertaking certain transaction in securities of the Company, we hereby accord our approval/disapproval to the proposed transaction as detailed in your said application.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

You may kindly note that the aforesaid transaction will be executed **within seven trading days** from the date of this approval letter, failing which, an application seeking pre-clearance to the proposed transaction together with undertaking in the prescribed format, will be made afresh.

Further, you are required to file the details of the executed transactions in the prescribed format within two working days from the date of the transaction/ deal. In case, transaction is not undertaken a "Nil" report shall be necessary.

You may kindly note that after the aforesaid transaction, you will not enter into an opposite transaction during the next six months from the date of the aforesaid transaction.

Thanking you,

Yours faithfully,

For **SHREYAS SHIPPING AND LOGISTICS LIMITED**

\_\_\_\_\_  
**Compliance Officer**



**APPENDIX – IV**

**DRAFT CONFIRMATION LETTER TO BE GIVEN BY DESIGNATED PERSON ON THE COMPLETION OF TRANSACTION**

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

**The Compliance Officer**  
**SHREYAS SHIPPING AND LOGISTICS LIMITED,**

Dear Sir/ Madam,

**DETAILS OF PRE-APPROVED TRANSACTION**

Ref: Your approval letter No. ----- dated

I hereby confirm that I / my \_\_\_\_\_

- ❖ have not bought / sold/ subscribed any Securities of the Company
- ❖ have bought / sold/ subscribed to the \_\_\_\_\_ Securities as mentioned below on \_\_\_\_\_ (insert date)

Name of Holder	PAN of Holder	No of Securities dealt with	Bought/ Sold/ Subscribed	DPID/ Client ID or Folio No where the securities is debited or credited	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 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)
5. Copy of PAN card

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

I agree not to buy/ sell (strike out which is not applicable), the Securities for a period of six months from the date of the aforesaid transaction.

In case any urgent need to sell these securities within the said period, I shall approach the Company (Compliance Officer), for necessary approval (applicable in case of purchase / subscription)





			Warrants , Convertible Debentures etc.)			lot size)	Rupe e terms	size)	in Rupe e terms
1	2	3	4	5	6	7		8	

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

I further declare that the above disclosure is true and correct and is in accordance with the previous disclosures given to the Company.

Place :

Date :

\_\_\_\_\_

(Signature)

Designation



1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
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\* I/We declare that I/we have complied with the requirement of not entering into an opposite transaction within six months of the prior transaction.  
(applicable in case of Directors/ Designated Employees)

Place :

Date :

\_\_\_\_\_  
(Signature)  
Designation

**APPENDIX - VII**
**FORM D**
**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3) – Transactions by Other connected persons as identified by the company**

Name, PAN No., CIN/DIN & address of Promoter/ Employee / Director with contact nos..	Connection with company)	Securities held prior to acquisition/ disposal		Securities acquired/ Disposed		% of Shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase /public rights/ preferential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

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

\* I/We declare that I/we have complied with the requirement of not entering into an opposite transaction within six months of the prior transaction. (applicable in case of Directors/ Designated Employees)



**Shreyas**  
Shipping and Logistics LTD

Place :

Date :



(Signature)

Designation



