

S. V. J. ENTERPRISES LIMITED

Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons

I. Preface:

This Code is framed under the SEBI (Prohibition of Insider Trading) Regulation, 2015.

This Policy shall become effective from 31st August 2023 and as amended from time to time.

II. Definitions:

"Act" means the Securities and Exchange Board of India Act, 1992.

"Board" means the Securities and Exchange Board of India.

"Company" means S.V.J. ENTERPRISES LIMITED.

"Compliance Officer" means any senior officer designated as such and reporting to the board of directors or the head of the organization, in case the board is not present. This person must be financially literate and capable of appreciating requirements for legal and regulatory compliance under these regulations. They shall be responsible for compliance with policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price-sensitive information, monitoring of trades, and the implementation of the codes specified in these regulations under the overall supervision of the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 S.V.J. ENTERPRISES LIMITED. "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.

"Connected Person" – means any person who is or has been associated with the Company, directly or indirectly, in any capacity within the past 6 months. This association includes frequent communication with its officers, a contractual, fiduciary or employment relationship, or being a director, officer, or employee of the Company. It also includes any professional or business relationship between the person and the Company, whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price-sensitive information or is reasonably expected to allow such access. Several categories are detailed within the definition.

"Designated Person" shall include:

- a) Government of India, being the Promoter of the Company;
- b) Directors of the Company;
- c) Chief Executive Officer, Whole-Time Directors, Group Financial Advisor, Executive Directors, Chief Financial Officer, Company Secretary, and all the

employees of the Company;

d) Employees of material subsidiaries designated based on their functional role or access to unpublished price-sensitive information in the organization by their Board of Directors;

e) Chief Executive Officer and employees up to two levels below Chief Executive Officer of the material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price-sensitive information.

"Material Subsidiary" shall mean a subsidiary whose income or net worth exceeds 10% of the consolidated Income or Net Worth in the immediately preceding Accounting Year.

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

"Legitimate Purposes" 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, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

"Immediate Relative" means a spouse of a person and includes parents, siblings, and children of such person or of the spouse, any of whom is either financially dependent on such person or consults such person in taking decisions relating to trading in securities.

"Insider" means any person who is:

a) A connected person; or

b) In possession of or having access to unpublished price-sensitive information.

"Promoter" shall have the same meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, or any modification thereof.

"Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof, except units of mutual funds.

"Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, or deal in any securities, and "trade" shall be construed accordingly.

"Trading Day" means a day on which the recognized stock exchanges are open for trading.

"Trading Window" means a permissible trading period for trading in the Securities, as specified by the company from time to time.

"Unpublished Price Sensitive Information" means any information relating to a company or its securities, directly or indirectly, that is not generally available, which upon becoming generally available, is likely to materially affect the price of the securities. This includes information relating to financial results, dividends, changes in capital structure, mergers, de-mergers, acquisitions, de-listings, disposals, and expansion of business, among other transactions, as well as changes in key managerial personnel.

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

All information shall be handled within the organization on a need-to-know basis, and no unpublished price-sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties, or discharge of legal obligations. The Code shall comply with the norms of "Chinese wall" procedures and processes for permitting any Designated Person to "cross the wall."

IV. Regulating & Monitoring of the Trades to be executed by Designated Persons:

Designated Persons and Immediate Relatives of the Designated Persons in the Organization shall be governed by this Code of Conduct governing dealing in Securities.

Designated Persons or their immediate relatives may execute trades subject to compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015.

A notional Trading Window will be used as an instrument for monitoring trading by the Designated Persons and their immediate relatives.

The Trading Window will be closed when the Compliance Officer determines that a Designated Person or Class of Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information. Such closure shall be imposed concerning securities to which such unpublished price-sensitive information relates.

The Designated Persons and/or their immediate relatives will not be allowed to trade in securities when the trading window is closed. However, the trading restriction shall not apply in certain specified cases.

The Trading Restriction period shall be applicable from the end of every quarter until 48 hours after the declaration of financial results.

For any other case apart from the consideration of the financial results, the Compliance Officer shall decide the period of closure of the Trading Window.

V. Execution of Trade by Designated Persons:

Trading by Designated Persons during the period when the Trading Window is open shall be subject to pre-clearance by the Compliance Officer if the value of the proposed transaction or series of transactions over a calendar quarter

aggregates to a traded value of ₹10 Lakh or above.

Prior to granting pre-clearance of trade to the Designated Person, the Compliance Officer shall be entitled to seek a declaration to the effect that the applicant for pre-clearance is not in possession of any unpublished price-sensitive information.

The window for executing the trade by the Designated Person pursuant to having obtained pre-clearance shall be 7 trading days.

Once a trade is executed by the Designated Person, they shall not be allowed to execute any contra-trade for a period of not less than 6 months.

In case the Designated Person has to enter into a contra-trade within a period of 6 months of the execution of the initial trade, an application seeking relaxation shall be made to the Compliance Officer.

In case the Designated Person becomes aware of any Unpublished Price Sensitive information post obtaining permission of the Compliance Officer to execute trade but before the execution of the trade, such trade shall not be executed, and the Designated Person shall inform the Compliance Officer of the same.

The Compliance Officer may, from time to time, seek a declaration of the Securities of the Company held by the Designated Person and their immediate relatives.

VI. Disclosure by Designated Person:

The Designated Person is required to disclose Name and PAN 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) share a material financial relationship;
- c) Phone, Mobile, and Cell Numbers which are used by them;
- d) Names of the Educational Institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one-time basis.

VII. Reporting on Trades by the Compliance Officer:

The Compliance Officer shall submit to the Board of Directors a Report on Monitoring and Execution of the Trades by the Designated Persons pursuant to this Code and as per the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015. Further, a consolidated Report shall also be provided to the Chairman of the Audit Committee on an annual basis.

VIII. Chinese Wall and Crossing over the Chinese Wall:

To Prevent the misuse of confidential information, the company shall adopt a "Chinese Wall policy" which separates those areas of the company that routinely have access to confidential information (considered "inside areas") from those areas which deal with sale/marketing/investment advice or other departments providing support services (considered "Public Areas").

Employees in the inside area shall not communicate any price-sensitive information to anyone in public areas. The employees in the inside area may be physically segregated from employees in public areas.

In exceptional circumstances, employees from the public areas may be brought "over the walls" and given confidential information on the basis of a "need to Know" criteria.

In case any Designated Person has to cross over the wall and seek any information from the inside area, they shall apply for such access in writing, providing reasons as to why such access is being sought.

IX. Penalties for Non-Compliance and Policy & Procedures for Inquiry in case of leak of Unpublished Price Sensitive Information:

The Designated Person shall provide the Annual Disclosure on the CIIS Portal with respect to compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, and this Code of Conduct.

In the event of any non-compliance being observed under this Code, the same shall be disclosed to the Board of Directors and also to the Securities and Exchange Board of India duly intimating the nature of violations.

In case it is observed that there is a violation of this Code, the same shall be promptly intimated to the Stock Exchange where the concerned securities are traded, in such form and manner as may be specified by SEBI from time to time.

In case of any non-compliance observed / reported under this Code, the same shall attract sanctions and disciplinary actions including wage freeze, suspension, recovery, claw back, or any other penalty or punishment as may be deemed fit by the Board of Directors. Any amount collected shall be remitted to SEBI for credit to the Investor Protection & Education Fund.

The penalties/punishments imposed by the Board of Directors under this Code shall be independent of the penalties/fines/punishment as may be imposed by the Securities and Exchange Board of India.

**Application for Pre-Clearance of Trade in the securities of
S.V.J. ENTERPRISES LIMITED**

To
The Compliance Officer

This is to state that I am intending to Trade (*) in the following Securities of Same era Agro and Infra Limited :(**Specify separately for Equity and Debentures/Bonds**)

1. (Equity Shares)
2. (Debentures/Bonds)

This is to confirm that my security holding in Same era Agro and Infra Limited as on date is as under :(**Specify separately for Equity and Debentures/Bonds**)

1. (Equity Shares)
2. (Debentures/Bonds)

I hereby declare that:

- a) I do not have any access or has not received "unpublished price sensitive information" Up to the time of making this application/declaration;
- b) I shall execute the pre-cleared trades within **7 Trading Days** from the date of obtaining of the pre-clearance, failing which I shall obtain fresh pre-clearance to execute trades. I shall report to the Compliance Officer in case I do not execute the pre-cleared trade within the stipulated period;
- c) In case I become aware of any UPSI before the execution of Trade pursuant to this application for pre-clearance, such Trade will not be executed.
- d) I shall not execute a Contra-Trade for a period of at least **6 (six) months** from the date of execution of the Trade;
- e) I shall immediately remit the profits earned from execution of contra trade executed inadvertently or in violation of restrictions imposed;
- f) I have not, at any time, contravened the code of conduct for prevention of insider trading as notified by the company from time to time ;and
- g) The disclosure made by me is full and true to the best of my knowledge and belief.

I hereby undertake to inform of any change in my position relating to access of unpublished price sensitive information, after signing his undertaking but before execution of the Trade and will refrain from dealing in these securities of the company till the time such information becomes public.

Name—Designation —Employee Code No-

Signature of the Applicant -Date-

*Trading means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, dealing securities and includes pledge of securities.

ANNEXURE-II

FORM C

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

Name of the company: S.V.J. ENTERPRISES LIMITED

Details of change in holding of Securities

Name, PAN, CIN/DIN, & Address with contact nos.	Category of Person (Promoters/KMP / Directors/immediate relatives/other etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment/advance/acquisition of shares/sale of shares specify		Date of information to company	Mode of transfer (ESOP etc.)
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/Sale/Plunge/Reverse/Involve)	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		

Name –Signature –Date-

ANNEXURE–III

Report on Non-Execution of Trade after obtaining Pre-Clearance of Trade

To
The Compliance Officer

Subject: Non-Execution of Trade after obtaining Pre-Clearance of Trade

This is in reference to the pre-clearance obtained dated _____ for executing Trade in the following Securities of Same era Agro and Infra Limited. (**Specify separately for Equity and Debentures/Bonds**)

1. (Equity Shares)
2. (Debentures/Bonds)

In this regard, this is to confirm that the undersigned has not executed the approved trade for the following reasons:

1. _____
2. _____

This is to further confirm that incase, any future trade is proposed to be undertaken by the undersigned in the securities of the Company crossing the three hold as prescribed in the "Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons"(Code), the undersigned shall obtain fresh pre-clearance from the Compliance Officer and that the trade will be executed in compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations ,2015(as amended from time to time) and as per the Code.

**Name–Designation –Employee Code No-
Signature of the Applicant -Date–**