



SHREE GANESH REMEDIES LIMITED

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CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING IN SECURITIES OF THE COMPANY

[AS ENVISAGED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

PRELIMINARY

1. This Code of Conduct for Prohibition of Insider Trading (hereinafter referred to as “Code”) has been formulated pursuant to Regulations of the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as “the said regulations”).

2. Applicability

This Code is applicable to all the Designated persons and connected persons

3. Definitions

- a. “**Act**” means the Securities and Exchange Board of India Act, 1992 (15 of 1992);
- b. “**Board of Directors**” means the Board of Directors of “Shree Ganesh Remedies Limited”;
- c. “**Company**” means Shree Ganesh Remedies Limited;
- d. “**Compliance Officer**” means the officer appointed by the Board of Directors of the Company for the purpose for this Code, from time to time;
- e. “**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 positions 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himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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 or 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 organisation recognised or authorised by the Board; or
 - i. a banker of the company; or
 - j. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent, of the holding or interest.
- f. **“Designated Persons”** shall consist of:
- (i) Promoters of the Company;
 - (ii) All Directors of the Company, whether executive, non-executive or independent;
 - (iii) Key Managerial Personnel of the Company;
 - (iv) Connected Persons as defined above
- g. **“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.
- h. **“Promoter and Promoter group”** shall have the meaning assigned to it under SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009 or any modification thereof.
- i. **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except unit of a mutual fund;
- j. **“Takeover Regulations”** means Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- k. **“Trading”** means an act of subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in any securities and “trade” shall be construed accordingly.
- l. **“Trading day”** means a day on which the recognized Stock Exchange is open for trading
- m. Regulation- means SEBI (Prohibition of Insider Trading), Regulations 2015 as amended from time to time.
- n. **“Regulation”**- means SEBI (Prohibition of Insider Trading), Regulations 2015 as amended from time to time.
- o. **“Unpublished price sensitive information (UPSI)”** 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:
- (i) Financial results
 - (ii) Dividends

- (iii) Change in capital structure
- (iv) Mergers, de-mergers, acquisitions, delisting's, disposals and expansions of business and such other transactions;
- (v) Changes in key managerial personnel; and
- (vi) Material events in accordance with the listing agreement

p. **Officer- shall mean and include –**

- (i) Statutory, Secretarial and Internal Auditor of the Company;
- (ii) Person occupying the position as an officer or an employee of the Company or holds a position involving a professional or business relationship between himself and the Company whether temporary or permanent and who may reasonably be expected to have an access to unpublished price sensitive information in relation to that company.
- (iii) Any other person as decided by the Board of Directors of the Company;

RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

- (1) Communication or procurement of unpublished price sensitive information:
 - (a) No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the 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.
 - (b) No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
 - (c) Notwithstanding anything contained in this regulation, unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction: -
 - (i) entail an obligation to make an open offer under the takeover regulations where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company;
 - (ii) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine.
- (2) Trading when in possession of unpublished price sensitive information:

No insider shall trade in the equity shares of the Company when in possession of unpublished price sensitive information except as allowed under the Regulation 4(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

(3) Trading Plans:

- (1) An insider shall be entitled to formulate a trading plan pursuant to Regulation 5(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 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. No insider shall apply to the Compliance Officer for pre-clearance of Trading Plans during the closure of the Trading Window. No Insider shall execute contra-trade during the period of the Trading Plan which has been approved by the Compliance Officer of the Company
- (2) The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- (3) The Trading Plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan pursuant to Regulation 5(4) of SEBI (Prohibition of Insider Trading) Regulations, 2015 without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.
- (4) Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

DISCLOSURES OF TRADING BY INSIDERS

(4) General Provisions:

- (1) Every public disclosure under this part shall be made in such form as may be specified.
- (2) The disclosures to be made by any person under this Part shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- (3) The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Part:

Provided that trading in derivatives of securities is permitted by any law for the time being in force.
- (4) The disclosures made under this Part shall be maintained by the company, for a minimum period of five years, in such form as may be specified.

(5) Disclosures by certain persons:

(1) Initial Disclosures:

- (a) Every Promoter, Key Managerial Personnel, Director and Designated Employee of the Company shall disclose his equity shareholding in the Company as on date of this code taking effect to the Company within thirty days of this code taking effect ;
- (b) Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter shall disclose his equity shareholding in the Company as on the date of the appointment or becoming a Promoter, to the Compliance Officer within seven days of such appointment or becoming a Promoter;

(2) Continual Disclosures:

- (a) Every Promoter, Employee and Director of the Company shall disclose to the Company the number of equity shares acquired or disposed of within two trading days of such transaction, if the value of the equity shares traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. Ten Lacs or such other value as may be specified;
- (b) The Company shall notify the particulars of such Trading to Stock Exchange. within two trading days of receipt of the disclosure or from becoming aware of such information.

(3) Disclosures by other connected persons:

The other connected persons to whom this Code is applicable is holding equity shares of the Company, shall disclose their holdings and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with these regulations.

- (6) **Compliance of the Trading Restrictions:** Every Promoter, Key Managerial Personnel, Director and Designated Employee of the Company shall be subject to Trading restrictions in the following manner: -

- (a) **The Trading window:** The Trading Window will be closed before 7 days of the happening of the following events and shall remain closed 48 hours after the publication of the price sensitivity information i.e.
 - (i) Declaration of Financial Results (Quarterly, Half Yearly & Annual)
 - (ii) Declaration of Dividends (Interim & Final)
 - (iii) Issue of securities by way of Public/ Rights /Bonus etc.
 - (iv) Any major expansion plan or execution of new project
 - (v) Amalgamation, Mergers, takeovers or any buy back.
 - (vi) Disposal of the whole or substantially the whole of the undertaking.
 - (vii) Any major change in policies, plans or operation of the Company
- (b) **Restriction on Trading during the Closure of Trading Window:** Every promoter, key managerial personnel, director and designated employee of the company shall not deal in the equity shares of the Company during the Closure of the Trading Window.

(c) Pre-clearance of Trading Plans:

- (i) Every Promoter, Key Managerial Personnel, Director and Designated Employee of the Company and the Persons deemed to be connected persons as per this Code intending to buy/sell equity shares of the Company will have to submit the trading plan(s) at least six months prior to the start of the trading to the Compliance Officer of the Company for the prior approval.
- (ii) Only after receiving the prior approval, the transaction should be carried out strictly as per the Trading plan(s) approved by the Compliance Officer of the Company.

- (iii) The Compliance Officer will disclose the Trading plan(s) approved by him to the NSE immediately.
- (iv) The Trading plan(s) once approved by the Compliance Officer of the Company shall be irrevocable and the concern person shall have to mandatorily carry out the Trades within the time limit as approved by the Compliance Officer of the Company. No Trade(s) shall be executed during the closure of the Trading window.

(7) Violation of the Code:

- (a) Every Promoter, Key Managerial Personnel, Director and Designated Employee of the Company and the persons deemed to be connected persons as per this Code who violates any of the provisions of this Code will be penalized and appropriate action will be taken against them by the Company after giving reasonable opportunity to them to show cause. They shall also be subject to disciplinary action including wage freeze, Suspension, in-eligibility for future participation in E.S.O.P. etc.
 - (b) If the Insider deals in the equity shares of the Company, violating the Code, the Compliance Officer will confidentially maintain the list of the same.
 - (c) In addition to the action which may be taken by the Company, the persons violating this Code will also be subject to any penal action by SEBI as per SEBI Act and the Company shall inform the same to the SEBI promptly
- (8) The Compliance Officer of the Company shall report to the Board of Directors and the Chairman of the Audit Committee of the Company about the compliance of the Code on quarterly basis.