

# SHREEJI TRANSLOGISTICS LIMITED

## CODE OF CONDUCT AND INTERNAL PROCEDURES FOR REGULATING, MONITORING AND REPORTING OF TRADING BY DESIGNATED PERSONS

### 1. Introduction

- 1.1. The object of this code is to formulate an internal code of conduct to regulate, monitor and report trading by the Company's designated persons and immediate relatives of designated persons in terms of Regulation 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 read with Schedule B appended thereto.

### 2. Definitions

- 2.1 "Act" means the Securities and Exchange Board of India Act, 1992.
- 2.2 "Board" means the Board of Directors of the Company.
- 2.3 "Code" or "Code of Conduct" shall mean this Code of Conduct and Internal Procedures for Regulating, Monitoring and Reporting of trading by designated persons of the Company, as amended from time to time.
- 2.4 "Company" means SHREEJI TRANSLOGISTICS LIMITED.
- 2.5 "Compliance Officer" means Company Secretary or such other senior officer designated so and reporting to the Board of Directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes under the overall supervision of the Board of Directors of the Company.

Explanation – For the purpose of this Code, "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

- 2.6 "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himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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 recognised 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 a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest;

2.7 **“Designated Person”** shall include:

- (a) All promoters of the Company;
- (b) All Directors of the Company;
- (c) All Key Managerial Personnel of the Company;
- (d) Auditors of the Company including the Statutory Auditor, Secretarial Auditor, Internal Auditor and Cost Auditor;
- (e) All employees of the Accounts, Finance, Legal & Secretarial Department of the Company
- (f) Employees of material subsidiaries of the Company, if any, designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their Board of Directors;
- (g) Employees upto two levels below Chief Executive Officer of the Company and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
- (h) Any support staff of the Company such as IT staff or secretarial staff who have access to unpublished price sensitive information.
- (i) Such other employees or Connected Persons (including representatives of the auditors, law firms) identified by the Board of Directors as Designated Persons in consultation with the Compliance Officer, based on their role and function in the Company and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation.

- 2.8 “**Director**” means a member of the Board of Directors of the Company.
- 2.9 “**Employee**” means every employee of the Company.
- 2.10 “**Generally Available Information**” means information that is accessible to the public on a non-discriminatory basis.
- 2.11 “**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.
- 2.12 “**Insider**” means any person who is:
- i) a connected person; or
  - ii) in possession of or having access to unpublished price sensitive information;
- 2.13 “**Key Managerial Person**” means person as defined in Section 2(51) of the Companies Act, 2013.
- 2.14 “**Promoter**” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- 2.15 “**Promoter Group**” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- 2.16 “**Regulations**” shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- 2.17 “**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;
- 2.18 “**Takeover Regulations**” means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 2.19 “**Trading in Securities**” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any Securities of the Company, and “trade” shall be construed accordingly.

**NOTE** – Dealing in securities means activities based on unpublished price sensitive information which are strictly not buying, selling or subscribing, such as pledging etc when in possession of unpublished price sensitive information.

- 2.20 “**Trading Day**” means a day on which the recognized stock exchanges are open for trading;

- 2.21 **“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 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, delistings, disposals and expansion of business and such other transactions;
  - (v) changes in key managerial personnel; and

Words and expressions used and not defined in these regulations but defined in the Act, the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation. In the event two or more statutory enactments provide definitions for certain words and expressions, the definitions provided in the Regulations (if such word is defined therein) shall prevail.

### **3. Compliance Officer:**

- 3.1. The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of “Unpublished Price Sensitive Information”, pre-clearing of trades of Designated Persons, monitoring of trades and the implementation of this Code under the overall supervision of the Board of Directors of the Company.
- 3.2. The Compliance Officer shall maintain a record of the Designated Persons and any changes made in the list of Designated Persons.
- 3.3. The Compliance Officer shall assist Designated Persons and/ or all Employees in addressing any clarifications regarding the Regulations and this Code.
- 3.4. The Compliance Officer shall report on the compliance and implementation of the Regulations and the Code to the Board and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board as and when directed by the Board or Audit Committee atleast once in a year.

### **4. Preservation of Unpublished Price Sensitive Information**

- 4.1 Designated Persons shall maintain the confidentiality of all Unpublished Price Sensitive Information. Designated Persons shall not communicate, provide or allow access to any Unpublished Price Sensitive Information except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 4.2 Unpublished Price Sensitive Information is to be handled on a “need to know” basis i.e. Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty.

- 4.3 The Company shall ensure that all files including soft copies containing Unpublished Price Sensitive Information are kept secure, such that such information can only be accessed by persons who “need to know” such information. All Designated Persons that get access to Unpublished Price Sensitive Information shall also ensure that all files including soft copies containing Unpublished Price Sensitive Information are kept secure.
- 4.4 The Company shall have the process for how and when people are brought “inside” on sensitive transactions. Individuals should be aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attached to misuse or unwarranted use of such information

## **5. Prevention of misuse of Unpublished Price Sensitive Information**

- 5.1. Designated Persons and their immediate relatives may deal in Securities subject to compliance with the Regulations and this Code.
- 5.2. No insider shall trade in securities when in possession of unpublished price sensitive information and where the person has traded in securities while in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.
- 5.3. Trading, while in possession of Unpublished Price Sensitive Information, may be permitted in certain cases as under, subject to compliance with the Regulations -
- (a) Transaction is an off-market inter-se transfer between insiders who were in possession of the same Unpublished Price Sensitive Information and both parties had made a conscious and informed trade decision. Such off-market trades shall be reported by the insiders to the company within two working days and the company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.
  - (b) transaction is carried out through the block deal window mechanism between persons who were in possession of the Unpublished Price Sensitive Information and both parties had made a conscious and informed trade decision;
  - (c) transaction is carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
  - (d) transaction is undertaken pursuant to the exercise of stock options in respect of which the exercise price is pre-determined in compliance with applicable regulations
  - (e) In case of non-individual insiders -
    - (i) the individuals who are in possession of such unpublished price sensitive information are different from the individuals taking trading decisions and such decision-making individuals are not in possession of such unpublished price sensitive information when they take the decision to trade; and
    - (ii) appropriate and adequate arrangements are in place to ensure that these regulations are not violated and no unpublished price sensitive information is communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

- (f) the trades were pursuant to trading plan setup in accordance with the regulations

#### 5.4. Trading window

- 5.4.1. The Company through the Compliance Officer shall specify a trading period, to be called "Trading Window", for trading in Securities by designated persons. The "Trading Window" shall 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.
- 5.4.2. Without prejudice to the generality of paragraph 5.2.1. of this Code, the "Trading Window" with respect to the Company's Securities shall be closed at the time of:-
  - (a) Declaration of Financial results (quarterly, half-yearly and annual)
  - (b) Declaration of dividends (interim and final)
  - (c) Issue of Securities by way of public / rights / bonus etc. or any change in capital structure.
  - (d) Amalgamation, demergers, mergers, takeovers, acquisitions, delistings, disposal of substantial assets, expansion of business, buy-back and other such transactions;
  - (e) Changes in Key Managerial Personnel
- 5.4.3. (i) In respect of cases mentioned in para 5.4.2 (a) above, the Trading Window shall remain closed from the end of every quarter/ half-year/ year till 48 hours after the declaration of Financial Results.
  - (ii) In respect of the cases mentioned in para 5.4.2 (b) to (e) above, the Trading Window shall remain closed from the date of announcement of the meeting of the Board of Directors.
  - (iii) Any other period that the Compliance Officer may specify from time to time at his sole discretion.
- 5.4.4. The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublised price sensitive information in question becoming generally available and being capable of assimilation by the market, which shall not be earlier than 48 hours after the information referred to above become generally available.
- 5.4.5. Trading window restrictions shall not apply in respect of
  - (a) transactions specified in para 5.3 (a) to (d) and (f) and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer.
  - (b) transactions such as acquisition by conversion of warrants, debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer.
- 5.4.6. Designated Persons shall conduct all their dealings in the Securities of the Company only when the trading window is open and shall not deal in any

transaction involving the purchase or sale of the Company's Securities during the periods when trading window is closed.

5.5. Pre clearance of trades

5.5.1. Designated Persons who intend to deal in the Company's Securities when the Trading Window is open and who do not hold any Unpublished Price Sensitive Information at the time of seeking pre-clearance and have not entered into an opposite transaction during last six months shall obtain pre-clearance from the Compliance Officer by making an application in the prescribed form for dealing in Securities. However, no pre clearance would be required, if the traded value of such Securities does not exceed Rs. 10,00,000/- in a financial year.

5.5.2. Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

5.5.3. In case of dealing by the Compliance Officer, prior permission from a Wholetime Director.

5.5.4. Transaction for which pre-clearance is taken shall be carried out within 7 days after the approval, otherwise, fresh pre-clearance would be required.

5.5.5. The Designated Persons shall disclose within two trading days the trade undertaken to the Compliance Officer.

5.6. All Designated Persons who buy or sell any number of Securities shall not enter into an opposite transaction i.e. sell or buy any number of Securities during the next six months following the prior transaction ("Restricted Period"). All Designated Persons shall also not take positions in derivative transactions in the Securities at any time. In case any contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Education and Protection Fund administered by SEBI under the Act. The Compliance Officer may grant relaxation from strict application of such restriction after recording reasons for the same in writing. However, no such transaction will be permitted when the Trading Window is closed. Ordinarily, the restrictions imposed by this Clause 5.4 shall not be applicable in any of the following instances:-

(a) the Securities are purchased by exercise of stock options under the Employee Stock Option Scheme/s of the Company in force and thereafter sold within the Restricted Period; or

(b) the Securities are sold and thereafter Securities are purchased by exercise of stock options under the Employee Stock Option Scheme/s of the Company in force within the Restricted Period.

## 5.7. Trading Plan

5.7.1. A Designated Person or any Insider is 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.

5.7.2. Trading Plan shall:

- (a) not entail commencement of trading on behalf of the Designated Person or Insider earlier than six months from the public disclosure of the plan;
- (b) 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 Company and the second trading day after the disclosure of such financial results;
- (c) entail trading for a period of not less than twelve months;
- (d) not entail overlap of any period for which another trading plan is already in existence;
- (e) 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
- (f) not entail trading in Securities for market abuse.

5.7.3. 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.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

5.7.4. The Trading Plan once approved shall be irrevocable and the Designated Person and/or 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 commence, if at the time of formulation of the Plan, the Designated Person and/or 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..

5.7.5. Upon approval of the Trading Plan, the Compliance Officer shall notify the plan to the stock exchanges on which the Securities are listed.

5.7.6. No Insider shall trade in securities when in possession of Unpublished Price Sensitive Information

## **6. Reporting Requirements for transactions in Securities**

### 6.1. Initial Disclosure

6.1.1. Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter or member of the Promoter Group 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.

### 6.2. Continual Disclosure

6.2.1. Every Promoter, member of the Promoter Group, Designated Person and Director of the Company shall disclose to the Company, the number of such Securities of the Company 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. 10,00,000/- (Rupees Ten Lacs). The disclosure shall be made within two trading days of:

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

6.2.2. The Company may, at its discretion, as and when it deems fit, require any other connected person or class of connected persons to make disclosures of 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.

### 6.3. Other Disclosure

6.3.1. 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.

Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.

6.3.2. The Board of Directors shall ensure that the Compliance Officer maintains a structured digital database containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons 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. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

#### 6.4. Disclosure by the Company to the Stock Exchange(s)

6.4.1 Within 2 trading days of the receipt of intimation under Clause 6.2, the Company shall disclose to all Stock Exchanges on which the Company is listed, the information received.

#### 6.5. Records

6.5.1. The Compliance officer shall maintain records of all the disclosures/ declarations in the appropriate form given by the Promoter, member of promoter group, Key Managerial Personnel, Employee and Director for a minimum period of five years.

6.5.2. The Board of Directors shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

### **7. Mechanism for Prevention of Insider Trading**

7.1. The Compliance Officer in consultation with the Wholetime Directors of the Company shall put in place an adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading.

7.2. The internal controls shall include, inter alia, the following :

- 7.2.1. Identification of the Designated Persons from time-to-time who may have access to Unpublished Price Sensitive Information;
- 7.2.2. All the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of the regulations;
- 7.2.3. Adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by these regulations;
- 7.2.4. . Structured digital database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database
- 7.2.5. Execution of confidentiality or non-disclosure agreements with the Designated Persons.
- 7.2.6. Process review at regular intervals to evaluate effectiveness of such internal controls.
- 7.3. The Board shall ensure the compliance of the provisions of the Code by the Compliance Officer from time-to-time.
- 7.4. The Audit Committee of the Company shall review compliance with the provisions of this Code at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

## **8. Leak of Unpublished Price Sensitive Information**

- 8.1. In case of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information, the course of action for inquiry shall be determined by the Compliance Officer in consultation with the Wholetime Directors, on case to case basis and he shall be entitled to engage external agency including any professionals for this purpose, if necessary, and initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform SEBI promptly of such leaks, inquiries and results of such inquiries.

## **9. Penalty for contravention of code of conduct**

- 9.1. Any Designated Person who trades in Securities or communicates any information for trading in Securities, in contravention of the Code of Conduct may be penalized and appropriate action may be taken by the Company.
- 9.2. Designated Persons of the Company who violate the Code of Conduct shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in employee stock option plans, etc. Any amount collected from the Designated Persons under this clause shall be remitted to the Board for the credit to the Investor Protection and Education Fund administered by the Board under the Act.

- 9.3. The Company shall bring to the attention of the SEBI, any violation of the Regulations or this Code whether committed by such Designated Person or any other person.
- 9.4. The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

**10. Amendment or Modification of the Code**

- 10.1. The Board of Directors has the right to amend or modify this Code from time to time at its discretion.

NOTE : The relevant Forms for disclosures, pre-clearance, etc. are annexed hereto.

## ANNEXURE - I

### APPLICATION FOR PRE-CLEARANCE IN DEALING OF SECURITIES

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

To  
The Compliance Officer  
**Shreeji Translogistics Limited**

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct, I seek your approval for purchase/ sale/ subscription of the Securities of the Company as per the details provided below:

1.	Name of Designated Person/ Immediate Relatives	
2.	Designation	
3.	Number of securities held as on date	
4.	Folio No./ DP ID / Client ID No.	
5.	The proposal is for	(a) Purchase of securities/ (b) Subscription to securities/ (c) Sale of securities
6.	Proposed date of dealing in securities	
7.	Estimated number of securities proposed to be acquired/subscribed/sold	
8.	Price at which the transaction is proposed	
9.	Current market price (as on date of application)	
10.	Whether the proposed transaction will be through stock exchange or off-market deal	
11.	Folio No. / DP ID / Client ID No. where the securities will be credited/ debited	

I enclose herewith the form of Undertaking signed by me.

Thanking you,  
Yours faithfully,

\_\_\_\_\_

**ANNEXURE - II**

**UNDERTAKING TO BE GIVEN BY THE DIRECTORS / DESIGNATED PERSONS  
OF THE COMPANY**

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

To  
The Compliance Officer  
**Shreeji Translogistics Limited**

Dear Sir,

I, \_\_\_\_\_, of the Company residing at \_\_\_\_\_, am desirous of dealing in \_\_\_\_\_ Securities of the Company as mentioned in my application dated for pre-clearance of the transaction. I hereby undertake the following that –

- a. I do not have any access and neither have I received any Unpublished Price Sensitive Information (as defined in the Code) of the Company.
- b. In case I have access to and/ or receive "Unpublished Price Sensitive Information" after the signing the Undertaking but before the execution of the transaction I shall inform the Compliance Officer of the change in my position and that I would completely refrain from dealing in the Securities of the Company till the time such information becomes public.
- c. I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.
- d. If approval is granted, I shall execute the deal within seven days of the receipt of approval failing which I shall seek pre-clearance.
- e. I have made a full and true disclosure in the matter.

Thanking you,  
Yours faithfully,

\_\_\_\_\_

**ANNEXURE - III**

**FORMAT OF PRE-CLEARANCE APPROVAL BY THE COMPANY**

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

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Dear Sirs,

I refer to your application dated \_\_\_\_\_ for seeking our permission to buy/sell \_\_\_\_\_ Securities of the Company.

The Company hereby gives its consent to buy/sell not more than \_\_\_\_\_ on the assumption that all the information provided in your application and the undertaking are true and correct.

Your kind attention is drawn to the following provisions which you need to, inter-alia, strictly observe in terms of the above Regulations while dealing in the Securities.

1. The Transaction would have to be executed within seven trading days and if the same is not executed within seven trading days after the approval is given you would have to pre-clear the transaction once again.
2. Securities thus acquired should be held for six months. In the case of issues, the holding period would commence when the Securities are actually allotted.
3. Any transaction with regard to the Securities under this approval should be communicated to the Company within two trading days of the conclusion of the transaction.

Thanking you,  
Yours Faithfully,

**For SHREEJI TRANSLOGISTICS LIMITED**

**Compliance Officer**

**ANNEXURE – IV**

**DISCLOSURE OF PRE-CLEARED TRANSACTIONS**

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

The Compliance Officer  
**Shreeji Translogistics Limited**

Dear Sir,

I declare that

- a) I have bought/ sold/ subscribed/ dealt with the securities as per the details given below on \_\_\_\_\_ (date).

The particulars of the Securities bought/ sold/ subscribed/ dealt are as under:-

Name of the Designated Person/ Immediate Relatives	Folio No./ DP ID / Client ID No.	Type of Securities	Nature of Dealing (Bought/ Sold/ Subscribed/ Dealt)	No. of Securities *	Price Contracted

\*For each transaction, the particulars to be stated separately giving the contract price for each security.

- b) I further declare that the above dealing was not on the basis of any Unpublished Price Sensitive Information relating to the Company.

Thanking you,  
Yours faithfully,

\_\_\_\_\_



**ANNEXURE – V**

**(INITIAL DISCLOSURE AT THE TIME OF BECOMING PROMOTER OR MEMBER OF PROMOTER GROUP/ APPOINTMENT OF DIRECTOR/ APPOINTMENT OF KEY MANAGERIAL PERSONNEL)**

**FORM B**

**SEBI (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a /KMP/Director/Promoter/Member of the promoter group]**

Name of the company: **Shreeji Translogistics Limited**

ISIN of the company: **INE402Y01010**

**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by such other such persons as mentioned in Regulation 6(2).**

Name, PAN, CIN/ DIN & Address with contact nos.	Category of Person / KMP/ Director or Promoter or member of the promoter group/Imm ediate relative to/ Others etc)	Date of appointment of KMP/Direct or OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of / appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No.	
1	2	3	4	5	6

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

**Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of promoter group of a listed company and immediate relatives of such persons and by such other such persons as mentioned in Regulation 6(2).**

Open Interest of the Future contracts held at the time of appointment of Director/ KMP or upon becoming Pomoter/ member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/ KMP or upon becoming Promoter/ member of the promoter group		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

*Note: In case of Options, notional value shall be calculated based on premium plus strike price of options*

Name & Signature:

Designation:

Date:

Place:

**ANNEXURE – VI (CONTINUAL DISCLOSURE)**

**FORM C**

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

Name of the company: **Shreeji Translogistics Limited**

ISIN of the company: **INE402Y01010**

**Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).**

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoter/ member of the promoter group/ designated person / Directors/ Immediate relative to/ others etc )	Securities held prior to acquisition/ disposal		Securities acquired/ Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ disposal of shares specify		Date of intimation to company	Mode of acquisition/ disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of shareholding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No.	Value	Transaction Type (Purchase/ sale / Pledge / Revocation/ Invocation/others please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

**Note:** (i) “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.  
(ii) Value of transaction excludes taxes/brokerage/any other charges

**Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).**

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

*Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.*

Name & Signature:

Designation:

Date:

Place:

**ANNEXURE – VII (DISCLOSURE BY OTHER CONNECTED PERSONS)**

**FORM D**

**SEBI (Prohibition of Insider Trading) Regulations, 2015  
Regulation 7(3) – Transactions by Other connected persons as identified by the company**

Name of the company: **Shreeji Translogistics Limited**

ISIN of the company: **INE402Y01010**

**Details of trading in securities by other connected persons as identified by the company**

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connect ion with company	Securities held prior to acquisition/ disposal		Securities acquired/ Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ Disposal of shares specify		Date of intimation to company	Mode of acquisition/ disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convert ible Debentur es, Rights entitleme nts etc.)	No. and % of shareho lding	Type of securities (For eg. – Shares, Warrants, Convert ible Debentur es, , Rights entitleme nts etc.)	No.	Value	Transact ion Type (Purchas e/ sale / Pledge / Revocati on/ Invocati on, Others please specify)	Type of securities (For eg. – Shares, Warrants, Converti ble Debentur es, Rights entitleme nts etc.)	No. and % of shareho lding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

**Note:** (i) “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.  
(ii) Value of transaction excludes taxes/brokerage/any other charges

**Details of trading in derivatives on the securities of the company by other connected persons as identified by the company**

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

*Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.*

Name:  
 Signature:  
 Date:  
 Place: