

INSIDER TRADING POLICY

PART I

INTRODUCTION

In terms of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (hereinafter referred to as the “Regulations”), the Company is required, inter alia, to frame a Code of Conduct for prohibition of insider trading (hereinafter called as the Code) in relation to the Company and its securities.

In line with the said Regulations, the following “Code of Conduct for Prohibition of Insider Trading” (hereinafter referred to as the “Code”) has been prepared:

APPLICABILITY

The code shall be applicable to the employees and connected persons dealing in securities hereinafter called as the designated persons specified by the Board of Directors of the Company.

The designated persons shall include the following:

- (a) Employees in Finance, Accounting, Taxation and Secretarial functions;
- (b) Heads of all divisions by whatever designation they may be called
- (c) Managers above M3 level
- (d) Such other employees as may be determined by the code from time to time

DEFINITIONS

- (a) “Act” means the Securities and Exchange Board of India Act, 1992 and any amendments thereto.
- (b) “Board” means the Securities and Exchange Board of India
- (c) “Board of Directors” means the Board of Directors of Sunita Tools Limited.
- (d) “Code” or “Code of Conduct” shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of Sunita Tools Limited as amended from time to time.
- (e) “Company” means Sunita Tools Limited.
- (f) “Companies Act” means the Companies Act, 2013 & Rules made there under and any amendments thereto.
- (g) “Compliance Officer” means the Company Secretary of the Company shall act as a Compliance Officer for these Regulations and administer the code and other requirements under the regulations. The Compliance Officer shall half yearly report to the Board of Directors and Chairman of the Audit Committee.
- (h) “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 an intermediary as specified in section 12 of the Act or an employee or director thereof; 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 10% of the holding or interest;
- (i) **“Designated Employees”** means all employees who are Deputy General Managers and above and such other employee who may be so designated from time to time by the Chairman, Executive Director, Whole Time Director and Managing Director for the purpose of this Code.
- (j) **“Designated Person”** means Directors, Key Managerial Personnel and designated employees of the Company.
- (k) **“Generally Available Information”** means information relating to the Company and its securities, which is accessible to the public on a non-discriminatory basis.
- (l) **“Insider”** means any person who is:
- (i) a connected person; or
 - (ii) in possession of or having access to Unpublished Price Sensitive Information.
- (m) **“Immediate relative”** means a spouse of a person, and include parents, 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 of the Company.
- (n) **“Promoter”** shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- (o) **“Relatives”** means a person, as defined in Section 2(77) of the Companies Act, 2013 and any amendments thereto.
- (p) **“Regulations”** means the SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- (q) **“Stock Exchange”** means a stock exchange which is recognized by the Central Government or SEBI under Section 2 (j) of Securities Contracts (Regulation) Act, 1956 and any amendments thereto.
- (r) **“Takeover Regulations”** means SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- (s) **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly.
- (t) **“Trading Day”** means a day on which recognized Sock Exchanges are open for trading.
- (u) **“Trading Window”** means a trading period for trading in Company’s Securities as specified by the Company from time to time.
- (v) **“Unpublished Price Sensitive Information (UPSI)”** means any information: -
- i relating to the Company and its securities, directly or indirectly, that is not generally available to the public which becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to financial results, dividends, changes in the capital structure, mergers, de-

mergers, acquisitions, delistings, disposals, expansion of business and such other transactions, changes in Key Managerial Personnel and material events in accordance with the listing agreement.

- ii However, the code is not restricted to the information of events mentioned above, and it shall include any, direct or indirect information relating to the Company or its securities.

Words and expressions used and not defined in this code but defined in the Regulations, the Securities and Exchange Board of India Act, 1992 (15 of 1992), 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.

This Code is intended to govern the “Regulating”, “Monitoring” and “Reporting” of trading by insiders in shares of the Company by the Company.

PART II

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:-
 - 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.
 - 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:

- a) 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.
- b) 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.
- c) 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.

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

PART III

DISCLOSURES OF TRADING BY INSIDERS

4. General Provisions:

- a) Every public disclosure under this part shall be made in such form as may be specified.
- b) 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.
- c) 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.
- d) 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:

a) Initial Disclosures:

- 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 equity shares of 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 in **Form No. "A"**.

b) Continual Disclosures:

- Every Promoter, member of the promoter group, designated person and Director of the Company shall disclose to the Compliance Officer in **Form No. "B"** 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 Lakh or such other value as may be specified;**
- 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.

c) 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 shareholding within 30 days from the date of this code taking effect in **Form No. "C"** and Trading made by them within 7 days in **Form No "D"** 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.**

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.

- Declaration of Financial Results (Quarterly, Half Yearly & Annual)
- Declaration of Dividends (Interim & Final)
- Issue of securities by way of Public/ Rights /Bonus etc.
- Any major expansion plan or execution of new project
- Amalgamation, Mergers, takeovers or any buy back.
- Disposal of the whole or substantially the whole of the undertaking.
- 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:

- 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) in the **Form No. "E"** at least six months prior to the start of the trading to the Compliance Officer of the Company for the prior approval.
- 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.
- The Compliance Officer will disclose the Trading plan(s) approved by him to the BSE immediately.
- 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.

**For SUNITA TOOLS LIMITED
(Formerly known as Sunita Tools Private Limited)**

SD/-

**Satish Kumar Pandey
Director
DIN: 00158327**

FORM "A"

**SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming
Director/KMP/Promoter] Pursuant to clause no. 9(1)(b) of the code**

Name of the company: _____

ISIN of the company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & Address with contact no.	Category of Person (Promoters/ KMP/ Directors/ Immediate relative / others etc.)	Date of appointment of Director/KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter / appointment of Director / KMP		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures, 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 of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6 (2)

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option contracts held at the time of becoming Promoter/appointment of Director/KMP		
Contract Specification	Number of units (contracts * lot size)	Notional value in Rupees terms	Contract Specification	Number of units (contracts * lot size)	Notional value in Rupees 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:

FORM "B"

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (2) read with Regulation 6(2) & – Continual disclosure] director/KMP/Promoter] Pursuant to clause no. 9(2) of the code

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2)

Name , PAN, CIN/ DIN, & address with contact nos.	Category of Person (Promoters / KMP/Directors / immediate relative /others etc.	Securities held prior to		Securities acquired /Disposed				Securities Held post		Date of allotment		Date of intimation to company	Mode of acquisition/ disposal (on market / public/ rights/ preferential offer/ off market / Inter-se transfer, ESOPs etc.)
		acquisitions/ disposal		Type of security (for eg. Shares, Warrants, Convertible Debenture etc.)	No. and % of such Share holding	Type of security (for eg. Shares, Warrants, Convertible Debenture etc.)	No.	Value	Transaction Type (Buy/Sale/Pledge / Revoke / Invoke	Type of security (for eg. Shares, Warrants, Convertible Debenture etc.)	No. and % of such Share holding		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company 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
Types of Contract	Contract Specifications	Buy		Sell		
		Notional Value	Number of units (Contract * Lot size)	Notional Value	Number of units (Contract * Lot size)	
15	16	17	18	19	20	21

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

Name & Signature:

Designation:

Date:

Place:

FORM “C”
(Indicative format)
SEBI (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by Other connected persons as identified by the company

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

Name , PAN, CIN/ DIN, & address with contact nos.	Category of Person (Promoters / KMP/Directors / immediate relative /others etc.	Securities held prior to		Securities acquired /Disposed				Securities Held post		Date of allotment		Date of intimation to company	Mode of acquisition/disposal (on market / public/rights/preferential offer/off market / Inter-se transfer, ESOPs etc.)
		acquisitions/ disposal		Type of security	No.	Value	Transaction	Type of security	No.	From	To		
		Type of security (for eg. Shares, Warrants, Convertible Debenture etc.)	No. and % of such Share holding	Type of security (for eg. Shares, Warrants, Convertible Debenture etc.)	No.	Value	Type (Buy/Sale/Pledge / Revoke / Invoke)	Type of security (for eg. Shares, Warrants, Convertible Debenture etc.)	No. and % of such Share holding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

Details of trading in derivatives 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
Types of Contract	Contract Specifications	Buy		Sell		
		Notional Value	Number of units (Contract * Lot size)	Notional Value	Number of units (Contract * Lot size)	
15	16	17	18	19	20	21

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

Name & Signature:

Designation:

Date:

Place:

FORM "D"

**FORM FOR THE CONTINUAL DISCLOSURE BY OTHER CONNECTED PERSONS PURSUANT TO CLAUSE
NO. 9(3) OF THE CODE**

Date _____

To,
The Compliance Officer,
Sunita Tools Limited Survey No.66, Plot No.A,
Valiv, Sativali Road, Vasai East,
Palghar, Vasai East, Thane 401208

Sub: Dealing in the equity shares of the Company

Dear Sir,

I _____ hereby inform that, I have acquired or disposed off on ___ day of ___ 20___, _____ equity shares of the Company of the market value of Rs. _____ during the period from ___ to ___ which is in excess of the monetary limit prescribed Clause 9(3) of the Code of Conduct for prevention of Insider Trading.

Further, I am connected with your Company in the capacity of _____ or related with Mr. /Ms. _____ Promoter / Director / Key Managerial Personnel / Designated Employee of your Company.

This is for your information and necessary actions.
Thanking you.

Signature:

Name:

FORM "E"

**APPLICATION BY PROMTER/ DIRECTOR/KEY MANAGERIAL PERSONNEL/ DESIGNATED EMPLOYEE /
OTHE CONNECTED PERSONS PURSUANT TO CLAUSE NO. 10(C) OF THE CODE FOR PRE-APPROVAL OF
TRADING PLAN**

Date: _____

To,

Sunita Tools Limited

Survey No.66, Plot No.A,
Valiv, Sativali Road, Vasai East,
Palghar, Vasai East, Thane 401208

Sub: Application for Pre-approval of Trading Plan

Dear Sir,

I _____ hereby inform that, I have gone through the Code of Conduct for prevention of Insider Trading and I seek you pre approval of the trading plan which I will execute as per the details given hereunder within twelve months after expiry of six months from the date of this application, if pre-approved by you.

Name of Promoter / Director / KMP / Designated Employee / Company / Connected person	Nature of Relationship	No. of Shares held as on Date of this application	No. of Shares to be purchased or disposed off.	Probable period for purchase or disposal.	Folio No./ DP ID, if any

I also declare that, I am not in possession of unpublished price sensitive information as defined in the Code. I further declare that, I will not deal in the equity shares of the Company during the closure of Trading Window as per the requirements of the Code.

I further confirm that, the violation of any of the provisions of the Code would subject me the penal provisions as per the code.

I request you to approve my above referred Trading Plan at the earliest.

Signature _____

Name:

Designation:

ANNEXURE-I

CODE OF PRACTICE & PROCEDURE FOR FAIR DISCLOSURE

The code aims at prompt public disclosure of Unpublished Price Sensitive Information (UPSI) that would impact price discovery so as to make such information generally available. The disclosure shall be done no sooner than credible and concrete information comes into being. The code also covers the practices and procedures for fair disclosure of Unpublished Price Sensitive Information.

1. Uniform and universal dissemination of UPSI shall be ensured to avoid selective disclosure. In case of selective dissemination of UPSI inadvertently or otherwise, it shall be ensured promptly to make such information generally available.
2. The Company and Designated Persons shall maintain confidentiality of all unpublished price sensitive information (UPSI) shall communicate the same purely on need to know basis and shall not communicate to any unauthorized person or on selective basis.
3. The Company shall promptly disclose UPSI once such credible and concrete information comes into being.
4. The Company shall disclose UPSI by making its prompt disclosure with sufficient and unambiguous details to the stock exchange on which its securities are listed. The company shall also disclose UPSI on its website.
5. In case the company finds that any UPSI has been disclosed selectively, inadvertently or otherwise, it shall promptly disclose and disseminate as soon as the circumstances permit such information to make it uniformly and non-discriminatorily available to the general public.
6. The Company designates its 'Company Secretary' as its Chief Investor Relations Officer and entrusts him with the function of dissemination and disclosure of UPSI. Whenever Company Secretary is not available Executive Director shall be the Chief Investor Relations Officer.
7. The Company shall ensure that no UPSI is shared with the analysts and researchers on a selective basis.
8. The Company shall ensure that its conferences with analysts and investors shall be open to participation by all analysts, shareholders and other investors.
9. The Company shall make transcripts or records of proceedings of its meetings with analysts/investor conferences and make the same accessible to all by uploading them on its website.