

STAR DELTA TRANSFORMERS LIMITED

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS [UNDER REGULATION 9(1) OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

1. BACKGROUND:

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations”) seek to govern the conduct of insiders, connected persons and persons who are deemed to be connected persons on matters relating to Insider Trading.

Insider Trading involves trading in the securities of a company listed or proposed to be listed, by connected or any persons in possession of or with access to Unpublished Price Sensitive Information (“UPSI”) not available to the general public, who can take advantage of or benefit from such Unpublished Price Sensitive Information UPSI. Trading in securities by an ‘insider’ is regarded unfair when it is predicated upon utilization of ‘inside’ information to profit at the expense of other investors who do not have access to the same information.

Star Delta Transformers Limited Insider Trading – This Code was first adopted by the Board at its Meeting held on 30th May, 2015 pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. Then, this Code was first amended with effect from April 1, 2019 incorporates the amendments so as to align it with the amendment regulations i.e. the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and then further amended on February 13th, 2020 to align with the SEBI (Prohibition of Insider Trading) (Second Amendment) Regulations 2019) and SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations 2019. It was then further amended on November 12th, 2020 to align with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2020.

The provisions of this Code have to be read along with the Company’s Policy for procedure of Inquiry in case of leak of UPSI and the SEBI Insider Trading Regulation and if there is any

inconsistency/contradiction therein, the provisions of the SEBI Insider Trading Regulation shall prevail.

2. APPLICABILITY

This code shall be applicable to all the Promoter, member of the promoter group, Directors, Designated Persons, immediate relatives and connected persons which includes (Fiduciaries and Intermediaries) of the Company.

3. OBJECTIVE OF THIS CODE

This Code has been prepared in Accordance with Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015 and by adopting the standards set out in Schedule B of the Regulations in order to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with the Regulations.

In order to fully understand the scope of restrictions on insider trading, it is useful to understand the following terms/definitions.

4. DEFINITIONS.

- a) **“Act”** means the Securities & Exchange Board of India Act, 1992 as may be amended from time to time;
- b) **“Board of Directors” or “Board”** means the Board of Directors of Star Delta Transformers Limited, as constituted from time to time.
- c) **“Code”** shall mean the Code of Conduct to Regulate, Monitor and Report Trading by Insiders, as amended from time to time.
- d) **“Company”** means Star Delta Transformers Limited.
- e) **“Compliance Officer”** means any 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 Insider Trading regulations and 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 specified in these regulations under the overall supervision of the Board of Directors of the Company.

Explanation – For the purpose of Insider Trading Regulation, “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.

- f) **"connected person"** means as defined in SEBI (Insider Trading) Regulation, 2015 which is as under:-

- (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;
- g) "**generally available information**" means information that is accessible to the public on a non-discriminatory basis.
- h) "**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.
- i) "**insider**" means any person who is:
 - i) a connected person; or

- ii) in possession of or having access to unpublished price sensitive information.
- j) "**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.
- k) "**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.
- l) "**trading or dealing in securities**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- m) "**Trading day**" means a day on which the recognised stock exchanges are open for trading.
- n) "**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.
- o) "**Designated Person**" includes:
- (i) Board of Directors of the Company;
 - (ii) All promoters and Promoter Group of the Company;
 - (iii) Key Managerial Personnel;
 - (iv) Functional heads;
 - (v) Employees in the grade of Chief General Manager and above;
 - (vi) Auditors;
 - (vii) Employees upto two levels below Chief Executive Officer of the Company irrespective of their functional role in the company or ability to have access to unpublished price sensitive;
 - (viii) Any support staff of the Company such as IT staff or secretarial staff, who have access to Unpublished Price Sensitive Information;

- (ix) Employees of the Company, on a case-to-case basis, who could be reasonably expected to have access to Unpublished Price Sensitive Information relating to the Company, to be decided by the Chairman/Managing Director/Whole-Time Director/ Compliance Officer/Chief Financial Officer, on a case-to-case basis and
- (x) Such other persons including persons in contractual, fiduciary or advisory capacity with the Company, who may be designated as such from time to time, by the Chairman/Managing Director/Whole-Time Director/ Chief Financial Officer, in consultation with the Compliance Officer, for the purpose of this Code;
- p) **“Material Financial Relationship”** means a relationship as 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.”
- q) **‘Original Information’** means any relevant information submitted in accordance with these regulations pertaining to any violation of insider trading laws that is:-
- I. derived from the independent knowledge and analysis of the Informant;
 - II. not known to the Board from any other source, except where the Informant is the original source of the information;
 - III. is sufficiently specific, credible and timely to - (1) commence an examination or inquiry or audit, (2) assist in an ongoing examination or investigation or inquiry or audit, (3) open or re-open an investigation or inquiry, or (4) inquire into a different conduct as part of an ongoing examination or investigation or inquiry or audit directed by the Board;
Explanation- Information shall be considered timely, only if as on the date of receipt of the duly completed Voluntary Information Disclosure Form by the Board, a period of not more than three years has elapsed since the date on which the first alleged trade constituting violation of insider trading laws was executed]
 - IV. not exclusively derived from an allegation made in a judicial or administrative hearing, in a Governmental report, hearing, audit, or investigation, or from the news media, except where the Informant is the original source of the information; and
 - V. not irrelevant or frivolous or vexatious.

Explanation. -Information which does not in the opinion of the Board add to the information already possessed by the Board is not original information.

Words and expressions used and not defined in this Code, but defined in the Act, Listing Regulations, Insider Trading Regulations, the Securities Contract (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder or any other applicable law or regulation, amended from time to time shall have the meanings respectively assigned to them in such legislations.

5. COMPLIANCE OFFICER AND HIS ROLE

- (i) The Company has appointed the Company Secretary, as the Compliance Officer for the purposes of this Code, who shall work subject to guidance of the Chairman and the Board of Directors.
- (ii) The Compliance Officer shall provide reports to the Chairman of the Audit Committee details of trading done by the designated Persons and immediate relatives of designated persons atleast once in a year.
- (iii) The Compliance Officer shall assist all persons in addressing any clarifications regarding the Insider Trading Regulations and this Code.

6. RESTRICTIONS ON COMMUNICATION OR PROCUREMENT OF UNPUBLISHED PRICE SENSITIVE INFORMATION:

- (i) No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Sharing of UPSI for legitimate purpose:

The UPSI shall be shared by any person(s) authorized by the Board of Directors or Compliance officer of the Company in this behalf, only in furtherance of legitimate purpose(s) which shall include the following;

- (i) Sharing of UPSI in the ordinary course of business by any Insider, Designated Person, or by any Authorized person with existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.
- (ii) Sharing of UPSI where such communication is in furtherance of performance of duty (ies);
- (iii) Sharing of UPSI for discharge of legal obligation(s).
- (iv) Sharing of UPSI for any other genuine or reasonable purpose as may be determine by the CIO of the Company.
- (v) Sharing of UPSI for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

Provided that such sharing should not be carried out to evade or circumvent the prohibitions of PIT Regulations.

- (ii) Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of this Code and due notice shall be given to such persons, to maintain confidentiality of such unpublished price sensitive information.

- (iii) Notwithstanding anything contained in this regulation, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:-
- a) 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 sharing of such information is in the best interests of the company.
 - b) 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 sharing of such information 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 that sharing of such information being effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts.
- (iv) For purposes of Point (iii) above, the board of directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of above point (iii), and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

7. DIGITAL DATABASE OF RECIPIENT OF UPSI

The Board of Directors shall ensure that a structured digital database is maintained 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.

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.

8. RESTRICTION ON TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- (i) An Insider shall not, directly or indirectly, -
 - (i) Trade in securities that are listed or proposed to be listed when in possession of UPSI;

- (ii) Trade in securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI.

Explanation -When a person who has Traded in Securities has been 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.

Provided that the Insider may prove his innocence by demonstrating the circumstances including the following: -

- a) That the transaction is an off-market inter-se transfer between Insiders who were in possession of the same Unpublished Price Sensitive Information without being in breach of Regulation 3 of PIT Regulation and both parties had made a conscious and informed Trade decision;

Provided that such unpublished price sensitive information was not obtained under sub-regulation (3) of regulation 3 of these SEBI (PIT) regulations.

Provided further that such off-market Trades shall be reported by the Insiders to the Company within 2 (two) working days. The Company shall notify the particulars of such Trades to the stock exchange on which the Securities are listed within 2 (two) trading days from receipt of the disclosure or from becoming aware of such information.

- b) The transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of regulation 3 of SEBI (PIT) Regulations and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained by either person under sub-regulation (3) of regulation 3 of of SEBI (PIT) Regulations

- c) the transaction in Question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- d) the transaction in Question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- e) In case of Non-Individual Insiders:
- (i) that the individuals who were in possession of such Unpublished Price Sensitive Information were different from the individuals taking Trading

decisions and such decision-making individuals were not in possession of such Unpublished Price Sensitive Information when they took the decision to Trade; and

(ii) that appropriate and adequate arrangements were in place to ensure that the SEBI Regulations are not violated and no Unpublished Price Sensitive Information was communicated by taking Trading decisions and there is no evidence of such arrangements having been breached;

f) Trades pursuant to a Trading Plan set up in accordance with Regulation 5 of PIT Regulations.

(ii) In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the Board.

9. TRADING PLAN:

a) An insider, who may be perpetually in possession of UPSI, in order to plan for trades to be executed in future, shall 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

b) The Trading Plan shall;

(i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;

(ii) not entail trading of Securities for the period between the 12(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;

(iii) entail trading for a period of not less than 12 (twelve) months;

(iv) not entail overlap of any period for which another trading plan is already in existence;

(v) 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 (which shall not exceed more than 1 (one) week) at, or dates on which such trades shall be effected; and

(vi) not entail trading in securities for market abuse.

c) The Compliance Officer shall review the Trading Plan to assess whether such plan would have any potential for violation of the Regulations and shall be entitled to seek such express undertaking as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

- d) The trading plan once approved shall be irrevocable and the 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 be commenced, if at the time of formulation of the plan, the Insider is in possession of any UPSI and the said information has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid a violation of regulation 5(1) of this Code.

The commencement of the Plan shall be deferred until such UPSI becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

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

10. CHINESE WALL:

To prevent the misuse of confidential information, Company has laid down Chinese Walls procedures which separate those areas of Company that routinely have access to confidential information, considered "Inside Areas" from those which deal with sale/marketing/investment advice or other departments providing support services, considered "Public Areas".

- (i) The employees in the inside area shall not communicate any Unpublished Price Sensitive Information to anyone in public area.
- (ii) The Company shall have process of maintaining securely, computer files containing confidential information and physical storage of documents relating to UPSI.
- (iii) All the unpublished price sensitive information is to be handled on "need to know basis", i.e., UPSI should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information or in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.
- (iv) All the non-public information directly received by any employee should immediately be reported to the head of the department. In exceptional circumstances employees from the public areas may be brought "over the wall" and

given confidential information on the basis of "need to know" criteria, under intimation to the Compliance Officer.

11. PRE-CLEARANCE OF TRADES:

1. All Designated Persons who intend to trade in the securities of a Company (either in their own name or in any immediate relative's name) i.e. buy or sell securities and if the value of the securities likely to be 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 Lakh Only), should pre-clear the transactions by making an application in the format set out in "**Annexure A**" to the Compliance Officer.

The application shall indicate the estimated number of units of securities that the designated person or immediate relative(s) intends to trade, the details as to the depository with which(s) he has a security account, the details as to the securities in such depository mode and such other details as specified in the form and also declare that the applicant is not in possession of unpublished price sensitive information.

2. Provided that the pre-clearance is not applicable

- (i) for subscription to the stock grants upon its vesting. However for any subsequent sale of shares acquired under Employee Stock Options Plans / Schemes (ESOPs), pre-clearance shall be applicable as per limits prescribed as above.
 - (ii) trade executed as per an approved trading plan.
3. An undertaking in **Annexure B** executed in favour of the Company, forming part of the Application Form as mentioned hereinabove, shall incorporate, inter alia, the following clauses:
 - (i) That the Designated Person(s) and their immediate relative(s) does not have any access or has not received "Price Sensitive Information" upto the time of signing the undertaking.
 - (ii) That in case the Designated Person(s) and their immediate relative(s) has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, he/she shall inform the Compliance Officer of the fact and that he / she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - (iii) That he / she has not contravened the Code as notified by the Company/SEBI from time to time.
 - (iv) That he / she has made a full and true disclosure in the matter.
 4. No designated person shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed.

5. The Compliance Officer shall also determine whether any such declaration is reasonably capable of being rendered inaccurate.
6. All Designated Persons of Company and their immediate relatives shall execute their order in respect of securities of Company within 7 (seven) days after the approval of pre-clearance in **Annexure C** is given. If the order is not executed within 7 (seven) days after the approval is given, the employee must obtain the pre-clearance for the transaction again.

12. HOLDING PERIOD/CONTRA TRADE:

1. Designated person (including their immediate relatives) who is permitted to trade above threshold limit as specified above in point 10 above shall not execute a contra trade i.e. enter into an opposite transaction during the next 6 (six) months following the prior transaction (“contra trade”).
2. **However, the restriction on contra trade shall not apply to:**
 - (i) Exercise of the options under the Company’s ESOPs;
 - (ii) Sale of shares acquired under the Company’s ESOPs, provided that designated person is not in possession of UPSI at the time of sale.
 - (iii) If trades carried out in accordance with an approved trading plan.
3. The Compliance Officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations.

13. TRADING WINDOW:

1. The trading period, i.e. the trading period of the stock exchanges, called ‘trading window’, is available for trading in the Company’s securities. The trading window shall be closed during the time the price sensitive information is un-published. All Designated persons and their immediate relatives shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not trade during the periods when the trading window is closed.

The trading window shall also be applicable to any person having contractual or fiduciary relation with Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising Company.

2. Closure of Trading Window

- a) The Compliance Officer shall intimate the closure of Trading Window to all the Designated Person(s) of the Company when he / she determines that a designated person or class of Designated Person(s) can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

- b) The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than 48 (Forty Eight) hours after the information becomes generally available.
 - c) Trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results.
 - d) The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information
3. However, subject to the SEBI Act, Rules and Regulations,
- a) in case of ESOPs, exercise of options shall be allowed during the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when the trading window is closed.
 - b) Creation of pledge is allowed when trading window is closed. However, the pledgor or pledgee may demonstrate that the creation of pledge was bona fide and prove their innocence under proviso to sub-regulation (1) of regulation 4 of the Regulations.
4. The trading window restriction shall not apply for below cases;
- i) off-market inter-se transfer between insiders who were in possession of the same UPSI without violating the policy and both parties had made a conscious and informed trade decision.
 - ii) transaction carried out through the block deal window mechanism between persons who were in possession of the UPSI without violating the policy and both parties had made a conscious and informed trade decision
 - iii) transaction carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
 - iv) transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
 - v) trades executed as per the trading plan set up in accordance with the policy.
 - vi) Pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer.
 - vii) Transactions undertaken in accordance to respective regulations made by SEBI, such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the Board from time to time.

14. DISCLOSURES OF TRADING BY INSIDERS:

1. INITIAL DISCLOSURE:

- a) Every Promoter, member of promoter group, Key Managerial Personnel, director of the Company and each of their Immediate Relatives shall disclose his holding of securities of the Company within 30 (thirty) days of these Rules taking effect in “**Annexure D**”.
- b) Every person on appointment as a Key Managerial Personnel or a Director of Company or upon becoming a Promoter or member of promoter group shall disclose his holding of securities of the Company within 7 (seven) days of such appointment or becoming a Promoter / Key Managerial Personnel / Director inform the Company in “**Annexure E**” (as prescribed or amended by SEBI, from time to time).

2. CONTINUAL DISCLOSURE:

- a) Every Promoter, member of promoter group, Designated person and Director of Company shall disclose to the Company in the format set out in **Annexure F** (as prescribed or amended by SEBI, from time to time), the number of such securities acquired or disposed of within 2 (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 Lakh Only) or such other value as may be specified.
- b) The disclosure shall be made within 2 (two) working days of:
 - (i) the receipt of intimation of allotment of shares, or
 - (ii) the acquisition or sale of shares or voting rights, as the case may be.

3. DISCLOSURE TO THE STOCK EXCHANGE:

The Compliance Officer shall notify the stock exchanges, particulars of the Trades defined in Regulation 14(2) above, within 2 (two) trading days of the receipt of the Continual Disclosure or from becoming aware of such information.

4. DISCLOSURES BY OTHER CONNECTED PERSONS:

The Compliance Officer at his discretion may require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of Company as and when he deems fit in order to monitor compliance with these Regulations in the format set out in **Annexure G** (as prescribed or amended by SEBI, from time to time).

5. DISCLOSURE BY DESIGNATED PERSONS:

1. On Annual Basis:

Name and PAN NO. 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.

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.

2. One Time Disclosure:

- a) The names of educational institutions from which designated persons have graduated and
- b) Names of their past employers.

15. SEBI INFORMANT MECHANISM

(I) Informant Mechanism Scheme

Any employee can voluntarily submit original information relating to alleged violation of this insider trading code that has occurred, is occurring or has a reasonable belief that it is about to occur, to the Office of Informant Protection of SEBI in the format and manner set out in Chapter-III A SEBI (Prohibition of Insider Trading) Regulations, 2015.

(II) Protection against retaliation and Victimization

You will be protected against any adverse action and/ or discrimination as a result of a reporting to SEBI under this Scheme, provided it is justified and made in good faith. The organization is forbidden from taking any adverse action against you for exercising your right as above.

Adverse action is defined as:

- Discharge
- Termination of service
- Demotion
- Suspension
- Threatening
- Harassment
- Discrimination against employment

Retaliation for reporting suspected violations is strictly prohibited under this policy

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

16. PROCESS FOR HOW AND WHEN PEOPLE ARE BROUGHT 'INSIDE' ON SENSITIVE TRANSACTIONS.

The MD in consultation with CFO of the Company shall decide on how and when any person(s) should be brought 'inside' on any proposed or ongoing sensitive transaction(s).

A person(s) shall be brought inside on any proposed or ongoing sensitive transaction(s) of the Company who may be an existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc. for legitimate purpose which shall include the following;

- (i) in the ordinary course of business.
- (ii) in furtherance of performance of duty(ies);
- (iii) for discharge of legal obligation(s).
- (iv) for any other genuine or reasonable purpose as may be determined by the CIO of the Company.
- (v) for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

INTIMATION OF DUTIES AND RESPONSIBILITIES AND THE LIABILITY TO THE PERSON(S) WHO HAS/HAVE BEEN BROUGHT INSIDE' ON SENSITIVE TRANSACTION(S).

Any person(s) who has/have been brought inside on any proposed and/or ongoing sensitive transaction(s) and in receipt of unpublished price sensitive information shall be considered an "insider" for purposes of this Code and due notice shall be given to such persons, in the format as set out in by the CIO in consultation with MD and/or CFO of the Company;

- (i) To make aware such person that the information shared is or would be confidential.
- (ii) To instruct such person to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.
- (iii) To make aware to such person the duties and responsibilities attached to the receipt of such information and the liability attached to misuse or unwarranted use of such information.

17. INTERNAL CONTROL SYSTEM

The Managing Director / Compliance Officer of the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these Code and PIT Regulations to prevent insider trading including:

- a. all employees who have access to unpublished price sensitive information are identified as Designated Person;
- b. all the Unpublished Price Sensitive Information shall be identified and its confidentiality shall be maintained as per the requirements of these Regulations;

- c. adequate restrictions shall be placed on communication or procurement of Unpublished Price Sensitive Information as required by these regulations;
- d. lists of all employees and other persons with whom Unpublished Price Sensitive Information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons
- e. all other relevant requirements specified under these regulations shall be complied with;
- f. periodic process review to evaluate effectiveness of such internal controls.

REVIEW OF COMPLIANCES OF PIT CODE AND VERIFICATION OF INTERNAL CONTROL SYSTEM

The Audit Committee of the Company shall review compliance with the provisions of these Code and PIT Regulations at least once in a Financial Year and shall verify that the systems for internal control are adequate and are operating effectively.

18. PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT

- (i)** Every designated person, immediate relatives and connected persons (which shall include Intermediaries and Fiduciaries) shall be individually responsible for complying with the applicable provisions of this Code (including to the extent the provisions hereof are applicable to their Immediate Relatives).

- (ii)** The persons who violate this Code shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action which in respect of an Employee may include wage freeze, suspension, recovery or termination of employment etc. Any amount collected under this clause shall be remitted to the "Board" for credit to the Investor Protection and Education Fund administered by the Board under the Act.

- (iii)** Action taken by the Company for violation of the Regulations and the Code against any person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.

- (iv)** Under Section 15G of the SEBI Act, any Insider who indulges in insider trading in contravention of Regulation 3 is liable to a penalty which shall not be less than Rs. 10 lakhs but which may extend to Rs.25 crores or three times the amount of profits made out of insider trading, whichever is higher.

- (v)** Under Section 24 of the SEBI Act, anyone who contravenes the Regulations is punishable with imprisonment for a maximum period of ten years or with fine which may extend to Rs.25 crores or with both. Further, in case any person fails to pay the penalty imposed by the adjudicating officer or fails to comply with any of his directions or orders, he shall be punishable with imprisonment for a term which shall not be less than one month but which may extend to ten years, or with fine, which may extend to twenty-five crore rupees or with both.

(vi) In case it is observed by the Compliance Officer that there has been a violation of the Regulations by any person, he/she shall forthwith inform the Audit Committee of the Company about the violation. The penal action will be initiated on obtaining suitable directions from the Audit Committee. The Compliance Officer shall simultaneously inform about such violation to the concerned Authorities as per the Regulations. The person, against whom information has been furnished by the Company/Compliance Officer to SEBI for violations of the Regulations/Code, shall provide all information and render necessary cooperation as may be required by the Company/Compliance Officer or SEBI in this connection.

19. INFORMATION IN CASE OF VIOLATION OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

In case it is observed by the Company/ Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Compliance Officer shall inform promptly of the violations of the Regulations, to the SEBI and or Stock Exchanges where the concerned securities are listed, in such form and such manner as may be specified by the Board from time to time .

20. AMENDMENT OF THIS CODE:

The Board of Directors of the Company, in sync with applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

Any change in the Policy shall be approved by the Board of Directors of the Company. Any subsequent amendment/modification in the Companies Act, 2013 or the Rules framed thereunder or the Listing Regulations and/or any other laws in this regard shall automatically apply to this Policy.

For Star Delta Transformers Limited

Sd/-

Kishore Gupta
Managing Director
Star Delta Transformers Limited

Annexure A

Form for Application for Pre-Clearance (Applicable while dealing in Securities beyond the Threshold Limit)

Date:

The Compliance Officer
Star Delta Transformers Limited
"92 A, Industrial Area, Govindpura
Bhopal MP 462023

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Insider Trading Policy, I seek approval to purchase / sell/ subscribe equity shares of the Company as per details given below:

1.	Name of the applicant	
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 trading in securities	
7.	Estimated number of securities proposed to be purchased/subscribed/sold <input type="checkbox"/>	
8.	Current market price (as on date of application)	
9.	Whether the proposed transaction will be through stock exchange or off-market trade <input type="checkbox"/>	
10.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the Undertaking signed by me.

Signature :

Name:

Date :

Annexure B

Form of the undertaking (Annexure to Form for Application for Pre-clearance)

Date:

The Compliance Officer
Star Delta Transformers Limited
"92 A, Industrial Area, Govindpura
Bhopal MP 462023

Dear Sir,

I, _____, _____ of the Company residing at _____, am desirous of dealing in _____ shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct to Regulate, Monitor and Report Trading by Insiders (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not executed a contra trade in last 6 months and shall not execute a contra trade in the next 6 months.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within 2 (Two) days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 (seven) days of the receipt of approval failing which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

Signature :

Name:

Date :

Annexure C
Pre-Clearance Order

Date:

To,

_____ (Applicant)

This is to inform you that your request for dealing in _____ shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ [date].

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the prescribed forms as per Company Code of Conduct to Regulate, Monitor and Report Trading by Insiders. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Signature:

Compliance Officer

Note:

1. Please provide all the information. Incomplete forms will not be accepted.
2. Please ensure that you have not made any opposite transaction within previous 6 months.

Annexure D

[Refer Form A as per the Regulations]

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2)- Initial disclosure to the company]**

Name of the Company: _____

ISIN of the Company: _____

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP /Directors/ immediate relatives/ others etc.)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No.	
1.	2.	3.	4.	5.

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 by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Open Interest of the future contracts held as on the date of regulation coming into force.			Open Interest of the option Contracts held as on the date of regulation		
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
6.	7.	8.	9.	10.	11.

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

Name & Signature:

Designation:

Date:

Place

Annexure E

[Refer Form B as per the Regulations]

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2)- Disclosure on becoming a
director/KMP/Promoter]**

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 No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP/ Directors/ immediate relatives/ others etc.)	Date of appointment of Director/KMP OR Date of becoming Promoter <input type="checkbox"/>	Securities held at the time of Becoming Promoter / appointment of Director/KMP <input type="checkbox"/>		% of Share-holding
			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 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 F
[Refer Form C as per the Regulations]
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2)-continual disclosure]

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) of the SEBI Regulations:

Name, PAN No., CIN/DIN, & address With contact nos	Category of Person (Promoters / KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/ disposal <input type="checkbox"/>		Securities acquired/ Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of Intimation to company <input type="checkbox"/>	Mode of acquisition (market purchase/ Public rights/ preferential offer / off market/ Interse transfer etc.
		Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No. and % of Shareholding.	Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction type (Buy/ sale/ pledge/ revoke/ invoke)	Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	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 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 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)	
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:

Annexure G

[Refer Form D as per the Regulations]

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3) - Transactions by other connected persons as identified by the company

Name of the Company: _____

ISIN of the Company: _____

Details of Trading in Securities by other connected persons as identified by the company:

Name, PAN No., CIN/DIN, & address With contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/ Disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/sale of shares specify		Date of Intimation to company	Mode of acquisition (market purchase/ Public rights/ preferential offer / off market/ Interse transfer etc.)
		Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No. and % of Shareholding.	Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction type (Buy/sale/pledge/revoke/invoke)	Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	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 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)	
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: _____