

Ref: B/SCL/SE/SS/192/2025-26

22nd May, 2025 .

BSE Limited, Corporate Relationship Manager , Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. Stock Code : 502175	National Stock Exchange of India Limited Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051. Stock Symbol : SAURASHCEM
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Dear Sir/Madam,

Subject: Intimation under Reg 8(2) of the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT REGULATION”)

Dear Sir/Ma’am,

Pursuant to Regulation 8(2) of the SEBI PIT Regulations please find attached herewith the Code of Conduct to Regulate, Monitor and Report Trading in Securities of the Company by Designated Persons framed under Regulation 8 (1) of SEBI PIT Regulations as amended by the Board of Directors in their meeting held today on May 22, 2025

The above information is being made available on the website of the Company <https://scl.mehtagroup.com/policy>

We request you to kindly take this on your record.

Thanking you,

Yours faithfully

For **Saurashtra Cement Limited**

Digitally signed
by SONALI
SANAS
DN: cn=SONALI,
o=SANAS,
ou=SANAS,
email=sonali@mehtagroup.com,
c=IN

Sonali Sanas

Chief Legal Officer, CS & Strategy

Encl.: As Above



SAURASHTRA CEMENT LIMITED
(CIN : L26941GJ1956PLC000840)

Registered Office: Near Railway Station, Ranavav 360550 (Gujarat)

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Insider Trading- Code of Conduct

This Policy is only an internal code of conduct and one of the measures to avoid Insider Trading. It will be the responsibility of each person covered under the SEBI Insider Trading Regulation to ensure compliance of the SEBI Act, Guidelines and other related statutes.

INSTRUCTIONS FOR DESIGNATED PERSON

Do not engage in insider dealing;

- Trading in SCL's Securities when you have inside information, or sharing it with others is illegal and can result in severe penalties. Never indulge in forward dealings in securities of the Company. Both these are prohibited activities.
- Never buy or sell any SCL's Securities if you have inside information.
- Never spread false information to manipulate the price of SCL's securities.
- Trading indirectly when in possession of inside information of SCL and/or its Securities, for example through family members or others, or providing 'tips' is also prohibited.
- Follow the same principles in relation to inside information of SCL's its holding, subsidiary(s) or Associate Companies.
 - Remember these rules continue to apply post six months of separation.
 - Note: In case has/have any doubt(s), check with Legal & Secretarial Department.

Preliminary and Restrictions on Insider Trading

I. BACKGROUND

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (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 not available to the general public, who can take advantage of or benefit from such unpublished price sensitive information. Trading in securities by an 'insider' is regarded unfair when it is predicated upon utilisation of 'inside' information to profit at the expense of other investors who do not have access to the same information.

Saurashtra Cement Limited Insider Trading - Code of Conduct was first adopted by the Board at a Meeting held on May 14, 2015. The said Code of Conduct has been revised in accordance with the Securities and Exchange Board of India (Insider Trading) Regulations, 2018, (Prohibition of Insider Trading) (Amendment) Regulations, 2019 and (Prohibition of Insider Trading) (Amendment) Regulations were subsequently amended in the year 2020; 2021; 2022 and 2024 respectively.

The Securities and Exchange Board of India (SEBI), as part of its ongoing efforts to safeguard investor interests, has revised its regulations regarding the prohibition of insider trading. **These regulations have been periodically amended, with the most recent updates communicated via notifications dated 1st November 2024, 6th December 2024 and 12th March 2025 respectively. The revised regulations are effective from 1st November 2024, 6th December 2024 and 10th June 2025 respectively, with subsequent amendments.**

To comply with these revised regulations, the Company hereby submits for approval by the Board of Directors and the Audit Committee. This Code is intended to regulate, monitor, and report trading activities in the Company's securities by Designated Persons (hereinafter referred to as the "Code of Conduct"). Once approved by the Board, this Code of Conduct will supersede any previously approved Code of Conduct related to the prevention of insider trading.

II. OBJECTIVE OF THIS CODE OF CONDUCT

This Code of Conduct has been prepared by adopting the standards set out in Schedule B of PIT Regulations in order to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with the PIT Regulations.

III. DEFINITIONS

- (a) "Act" means the Securities and Exchange Board of India Act, 1992;
- (b) "Board" means the Securities and Exchange Board of India (SEBI);
- (c) "Code" or "Code of Conduct" shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of Saurashtra Cement Limited as amended from time to time;
- (d) "Company" means Saurashtra Cement Limited (SCL);
- (e) "Compliance Officer" means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under PIT 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 specified in PIT Regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be;

Explanation — For the purpose of PIT Regulation, "financially literate" shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, statement of profit and loss, and statement of cash flows;

- (f) “*Connected person*” means: -
- (i) Any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, 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, whether temporary or permanent, with the Company, 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) a 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 authorised by the Board; or
 - (i) a banker of the company; or
 - (j) concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his relative or banker of the company, has more than ten per cent of the holding or interest; or
 - (k) a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or
 - (l) a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d);”

Note: The term "connected person" refers to individuals or entities who, by virtue of their relationship with a company, have access to unpublished price-sensitive information. **This includes not only direct stakeholders, such as relatives and specified categories of persons, but also those who may not hold any formal position (e.g. employees) within the company yet have frequent interactions with the company or its officers, through professional relation with the Company (such as consultants, auditors or retainers) thereby gaining knowledge of its operations.** The legal presumption that relatives and other categories are connected persons is a rebuttable legal fiction, meaning it can be contested with evidence. **The definition aims to encompass any individual or entity that, through their connection, has access to confidential information that could influence the company's market behavior or operations.**

- (g) *"Dealing in securities"* means an act of subscribing, **redeeming, switching**, buying, selling or agreeing to subscribe (like exercise of ESOP's), **redeem, switch**, buy/sell/pledge/revoke pledge/invoke pledge or deal/ trade in any securities by any person either as principal or agent;
- (h) *"Designated Persons"* means: -
- (i) Members of the Board of Directors of SCL;
 - (ii) Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO);
 - (iii) Auditors of SCL;
 - (iv) All employees of the Accounts, Finance, Legal & Secretarial Department of SCL at Plant and Corporate Office;
 - (v) CFOs & CEOs and CSs of the Holding Company, Subsidiary Company and Associate Company*;
 - (vi) Secretaries/Executive Assistants reporting to the Chairman or the Managing; Director/Whole Time Director/CFO/CS;
 - (vii) All Employees at General Manager level and above; Employees of other Departments/Divisions on a case-to-case basis, who could be reasonably expected to have access to unpublished price sensitive information(s) 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;
 - (viii) Employees of material subsidiaries of the Company designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors;
 - (ix) All promoters of the Company;
 - (x) Employees upto two levels below of Chief Executive Officer of

the Company and its material subsidiaries irrespective of their ability to have access to unpublished price sensitive information;

- (xii) Any other support staff of the Company, such as IT staff etc., who have access to unpublished price sensitive information.
- (xiii) Such other persons as may be identified by the Compliance Officer.

*Associate Company means a company in which SCL has a significant influence, but which is not a subsidiary company of the SCL having such influence and includes a joint venture company.

Explanation. —For the purpose of this clause;

- a) the expression "significant influence" means control of at least twenty percent. of total voting power, or control of or participation in business decisions under an agreement;
 - b) the expression "joint venture" means a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement.
- (i) *"Digital Database" refers to the Compliance Management Tool (Insilysis) utilized by the Company to monitor and ensure compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, including any amendments issued by SEBI from time to time. The tool facilitates the Company and its users in maintaining adequate internal controls as mandated by the regulations and ensures that all statutory requirements and disclosures under the SEBI (Prohibition of Insider Trading) Regulations, 2015 are made in an efficient and effective manner.*
 - (j) *"Employees Stock Options (ESOPs)" means the option given to the directors, officers or employees of a company or of its holding company or subsidiary company or companies, if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the company at a future date at a pre-determined price;*
 - (k) *"Generally available information" means information that is accessible to the public on a non- discriminatory basis and shall not include unverified event or information reported in print or electronic media;*

- (l) "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;
- (m) "Insider" means any person who is: -
(i) designated person(s) & their immediate relative(s)
(ii) a connected person; or
(iii) in possession of or having access to unpublished price sensitive information;
- (n) "*Legitimate purpose*" shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of PIT Regulations.
- (o) "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;
- (p) "*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;
- (q) "*Regulations*" shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendment thereto("PIT Regulations");
- (r) "relative" shall mean the following:
(i) spouse of the person;
(ii) parent of the person and parent of its spouse;
(iii) sibling of the person and sibling of its spouse;
(iv) child of the person and child of its spouse;
(v) spouse of the person listed at sub-clause (iii); and
(vi) spouse of the person listed at sub-clause (iv)

NOTE: It is intended that the relatives of a "connected person" too become connected persons for the purpose of these regulations.

- (s) "*Securities*" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956(42 of 1956) or any modification thereof;
- (t) "*Sensitive Transactions*" shall mean any proposed/ ongoing transaction or activity of and relating to SCL (including its Subsidiary, Holding & Associate Companies) and/or its securities, directly or indirectly, information of which is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the transaction(s) and/or events as mentioned in the definition of UPSI of this Code except the transactions with respect to pledge of shares for a bonafide purpose like raising of funds subject to pre-clearance by the compliance officer and transactions which are undertaken in accordance with the respective regulations made by the 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 buyback offer, open offer, delisting offer;
- (u) "*Takeover regulations*" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- (v) "*Trading*" means and includes subscribing, **redeeming, switching**, buying, selling, dealing, or agreeing to subscribe (like exercise of ESOP's), **redeem, switch**, buy, sell, deal in any securities and "trade" shall be construed accordingly. Gifts, Off-market transactions, creation of pledge are also construed as a trade.
- (w) "*Trading day*" means a day on which the recognized stock exchanges are open for trading.
- (x) "*Unpublished price sensitive information*" ("*UPSI*") shall mean 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 include 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, **[effective from 10.06.2025 - award or termination of order/contracts not in the normal course**

- of business and such other transactions;
- (v) changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
 - (vi) change in rating(s), other than ESG rating(s);
 - (vii) fund raising proposed to be undertaken;
 - (viii) agreements, by whatever name called, which may impact the management or control of the company;
 - (ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
 - (x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
 - (xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
 - (xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
 - (xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
 - (xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
 - (xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
 - (xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1- For the purpose of sub-clause (ix):

- a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as

referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.]

Words and expressions used and not defined in PIT Regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956(42of1956), the Depositories Act, 1996 (22 of1996) or the Companies Act, 2013(18of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

IV. COMPLIANCE OFFICER

SCL has appointed the Company Secretary, as the Compliance Officer for the purposes of PIT Regulation, who shall work subject to guidance of the Managing Director and/ or the Chairman/Executive Vice Chairman and the Board of Directors.

V. RESPONSIBILITY OF MANAGING DIRECTOR/CHIEF EXECUTIVE OFFICER

- (i) Amendment required due to statutory modifications on account of change in law including clarifications issued under the PIT Regulations or modification required for clarification purposes shall be appropriately factored in the KPL – PIT code Policy with the approval of the Managing Director/ Chief Executive Officer of the Company; and
- (ii) Amendment proposal not covered as per clause (i) above, shall be subject to approval of the Board of Directors of the Company.

VI. DETERMINATION OF DESIGNATED PERSONS

The Board of Directors shall in consultation with the Compliance Officer of the Company determine the list of designated persons on the basis of their role and function in the organization and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation, who shall be covered by this code.

VII. APPLICABILITY OF THIS CODE

This Code is applicable to the designated persons as may be specified by the Board of Directors and their immediate relatives.

VIII. COMMUNICATION OR PROCUREMENT OF UPSI

- (1) No insider shall communicate, provide, or allow access to any UPSI relating to SCL or securities listed or proposed to be listed by SCL, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations and subject to issue of notice with regard to confidentiality in such form and manner as may be approved by the Compliance Officer.
- (2) No person shall procure from or cause the communication by any insider of UPSI, relating to SCL or securities listed or proposed to be listed by SCL, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (3) Any communication of the information pertaining to the legitimate purpose shall be as per the "Policy and Procedure for enquiry in case of leak of UPSI", policy of SCL.
- (4) All employees must consult the Compliance Officer before communicating UPSI with the media/ public.
- (5) Notwithstanding anything contained herein, UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:-
 - (i) entail an obligation to make an open offer under the takeover regulations where the Board of Directors of SCL is of informed opinion that the sharing of such information is in the best interests of the Company;
 - (ii) not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of SCL is of informed opinion that the proposed transaction is in the best interest of the Company and the information that constitutes UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the SCL's Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

- (6) For purposes of point (4) above, the Company shall require the parties to execute agreements/memorandum of understanding to ensure 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 the above point (4), and shall not otherwise trade in securities of SCL when in possession of UPSI.
- (7) The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information 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.(Provided that entry of information, not emanating from within the organization, in structured digital database may be done not later than 2 calendar days from the receipt of such information – Effective from 10.06.2025).
- (8) The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information 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.

IX. TRADING IN SCL'S SECURITIES

- (i) Restriction on trading in SCL Securities

No Insider shall trade in SCL securities at any time when he/she is in possession of any unpublished price sensitive information. Such insider shall also maintain the confidentiality of all price sensitive information and shall not pass on such information to any person directly or indirectly by way of making recommendation for the purchase or sale of SCL securities.

Note: 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.

- (i) Joint holding

The provisions of this Code shall also be applicable for trading either as a first named shareholder or as a joint holder.

X. DEFENSE TO INSIDER WHEN TRADING IN SCL SECURITIES WHEN HAVING UPSI

Trading in SCL's Securities when in possession of any unpublished price sensitive information, the insider may prove his innocence by demonstrating the circumstances including the following: –

- a) 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 Regulations and both parties had made a conscious and informed trade decision;
- b) in the case of non-individual insiders: -
- 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
 - appropriate and adequate arrangements were in place to ensure that PIT Regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
- c) the trades were pursuant to a trading plan submitted by the insider to the Compliance Officer, **statutory or regulatory obligation to carry out a bona fide transaction; pursuant to exercise of stock options in respect of which the exercise price was pre-determined in compliance with the applicable regulations.**
- d) pledge of shares for a bonafide purpose like raising of funds subject to pre-clearance by the Compliance Officer; and

- e) acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buyback 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.
- f) Transaction carried out through the block deal window mechanism between persons who were in possession of unpublished price sensitive information without being in breach of Regulation 3 of PIT Regulations.
- g) 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.

XI. CHINESE WALL

To prevent the misuse of confidential information, SCL has laid down Chinese Wall procedures which separate those areas of SCL that routinely have access to confidential information, considered "inside areas" from those which deal with other departments 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., Unpublished Price Sensitive Information should be disclosed only to those within SCL 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. 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.

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

The Compliance Officer in consultation with MD or 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 partner, 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 Compliance Officer 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.

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

XIII. 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 Compliance officer 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 PIT 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.

XIV. INTERNAL CONTROL SYSTEM

The Managing Director/ Chief Executive Officer of SCL 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.

XV. TRADING PLAN

- a) An insider shall be entitled to formulate a trading plan for dealing in securities of SCL 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) Such trading plan shall: —
 - (i) not entail commencement of trading on behalf of the insider earlier than **one hundred and twenty calendar days** from the public disclosure of the plan;
 - (ii) not entail overlap of any period for which another trading plan is already in existence;
 - (iii) **set out following parameters for each trade to be executed:**
 - (a) **Value or No. of Securities:** The trade should specify either the value of the trade or the number of securities to be traded.;
 - (b) **Nature of the Trade:** The type of trade should be identified (e.g., buy, sell).
 - (c) **Trade Timing:** The trade should include a specific date or a time period within a maximum of five consecutive trading days during which the trade will occur.
 - (d) **Price Limit (Optional):**
 - ✓ For a buy trade, the upper price limit is between the closing price of the day before the plan submission and up to 20% higher than that closing price.
 - ✓ For a sell trade, the lower price limit is between the closing price of the day before the plan submission and up to 20% lower than that closing price.
 - ✓ The price limits should be rounded off to the nearest numeral.

Explanation:

- Parameters (i), (ii), and (iii) are mandatory for each trade.
- The price limit parameter (iv) is optional but can be included.
- Adjustments may be made to the number of securities or price limits if corporate actions like a bonus issue or stock split occur after the approval of the trading plan. Such adjustments must be approved by the compliance officer and must be notified to the stock exchanges where the securities are listed.

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

- c) The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of PIT 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.

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 shall not be applicable for trades carried out in accordance with an approved trading plan. (Provided that for unpublished price sensitive information not emanating from within the Company, trading window may not be closed – Effective from 10.06.2025).

- d) The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

Provided that 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 unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation.

If an insider has set a price limit for a trade as per the specified sub-clause (v) of sub point (b) of clause XV – Trading Plan of this Code of Conduct, the trade can only be executed if the security's execution price falls within that limit. If the price exceeds the set limit, the trade cannot proceed.

Explanation on Non-Implementation of Trading Plan:

1. **Non-Implementation Notification:** If the insider is unable to fully or partially execute the trading plan (due to reasons such as market conditions or liquidity issues), they must inform the compliance officer within two trading days after the trading plan's tenure ends. This includes providing reasons and any supporting documents.
 2. **Audit Committee Review:** The compliance officer will submit the insider's information, along with their recommendation, to the Audit Committee in the next meeting. The Audit Committee will determine whether the non-implementation was legitimate.
 3. **Audit Committee Decision:** The compliance officer will notify the stock exchanges of the Audit Committee's decision on the same day.
 4. **Rejection of Insider's Submissions:** If the Audit Committee rejects the insider's reasons, the compliance officer will take action according to the Code of Conduct.
- e) **Approval/Denial of Trading Plan:** The compliance officer will approve or reject the trading plan within two trading days of receiving it and notify the stock exchanges upon approval.

XVI. PRE-CLEARANCE OF TRADES

- (i) All Designated Persons who intend to trade in the securities of SCL (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, if the value of the proposed trades exceeds Rs. 10 Lakhs (market value) should pre-clear the transactions (except where a designated person exercises ESOP's) by making an application in the format set out in [Digital Database](#) to the Compliance Officer indicating 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.

Provided that the pre-clearance is not applicable 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) An undertaking in Digital Database executed in favour of the Company, forming part of the Application Form as mentioned hereinabove, shall incorporate, *inter alia*, the following clauses:
- 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;
 - 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;
 - That he / she has not contravened the Code of Conduct for prevention of Insider Trading as notified by the Company/SEBI from time to time;
 - That he/ she has made a full and true disclosure in the matter.
- (iii) The Compliance Officer shall also determine whether any such declaration is reasonably capable of being rendered inaccurate.
- (iv) All Designated Persons of SCL and their immediate relatives shall execute their order in respect of securities of SCL within 7 (seven) days after the approval of pre-clearance in Digital Database is given. If the order is not executed within 7(seven) trading days after the approval is given, the employee must obtain the pre-clearance for the transaction again.

XVII. NO TRADING PERIOD

- (i) The trading period during which SCL's securities can be traded is called trading window. The trading window shall be closed during the time the price sensitive information is un-published.
- (ii) When the trading window is closed, the Designated Persons (including their immediate relatives) shall not trade in SCL's securities in such period.
- (iii) The trading window shall be, *inter-alia* closed at the time of:-
1. Declaration of Financial results
 2. Declaration of dividends (interim and final)
 3. Change in capital structure

4. Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business
 5. Changes in key managerial personnel
 6. Material events in accordance with the SEBI (LODR) Regulations, 2015
 7. Such other time as the Compliance Officer determines that a designated person or class of designated person is reasonably expected to have possession of unpublished price sensitive information.
- (iv) The Compliance Officer shall also close the trading window when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.
- (v) Trading window shall be mandatorily closed from the end of every quarter till 48 (Forty-Eight) hours after the declaration of financial results.
- (vi) The trading window shall be opened at least 48 (Forty-Eight) hours after the unpublished price sensitive information becomes generally available.
- (vii) The trading window shall also be applicable to any person having contractual or fiduciary relation with SCL, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising SCL.
- (viii) All Designated Person(s) of the Company and their immediate relative(s) shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when Trading Window is closed as referred above or during any other period as may be specified by the Managing Director / Compliance Officer/ Chief Financial Officer from time to time.
- (ix) 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.

- (x) 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.
- (xi) However, subject to the SEBI Act, Rules and Regulations, 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.
- (xii) No Director, Key Managerial Personnel or Designated Persons shall enter into derivative transactions in respect of the securities of the Company.

XVIII HOLDING PERIOD/CONTRATRADE

- (i) No Designated Persons shall do intra-day trading in the securities of the Company.
- (ii) All Designated Persons who trade in the Securities of the Company shall not enter into an opposite transaction/contra trade (buy and sell any number of shares and vice versa) during the next six months following the prior transaction. In case of any contra trade being 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 SEBI for credit to the Investor Education and Protection Fund administered by SEBI. However, the Compliance Officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing.
- (iii) The above restriction on opposite transaction/ contra trade shall not apply in case of exercise and sale of ESOP shares provided the Designated Persons do not possess UPSI and the sale is executed when the trading window is open. Provided that post sale of shares granted in ESOP once; any other sale/purchase of shares shall be subject to the restrictions under this clause.
- (iv) Provided that restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.
- (v) 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 PIT Regulations.

XIX TRADING BY PORTFOLIO MANAGERS

This Code is also applicable to insiders who engage Portfolio Managers to trade in shares and hence the insiders are expected to take due precaution while trading in securities through Portfolio Managers by:-

- Informing Portfolio Managers about closure of trading window;
- Ensuring to seek pre-clearance, wherever applicable, when the Portfolio Manager proposes to trade in the SCL's shares exceeding threshold limit and also make continual disclosures, wherever applicable, as provided in this Code;
- Ensuring that the Portfolio Manager abides by the requirement of minimum holding period and not do contra trade as provided in this Code;
- Prohibiting the Portfolio Manager to trade in securities of SCL at his own discretion or when the insider is in possession of UPSI.

Despite the above, if any trading is done by Portfolio Managers, it will be treated as trading done by the insider, and therefore the insider will be held responsible for any such non-compliance and subject to such penalties as specified in this Code.

Apart from the restrictions mentioned in Preliminary and Restrictions on Insider Trading, SCL is required to obtain certain disclosures and levy penalties as and when deemed fit.

The disclosures to be made by any person under this Chapter shall also include those relating to such person's immediate relatives and any other person for whom such person takes trading decisions.

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 Chapter:

Provided that trading in derivatives of securities is permitted by any law for the time being in force.

Disclosures & Reporting

XX INITIAL DISCLOSURE

- (i) Every person on appointment as a Key Managerial Personnel or a Director of SCL or upon becoming a Promoter, Member of the 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 Digital Database (as prescribed or amended by SEBI, from time to time).
- (ii) The above disclosures shall be made in such form and such manner as may be specified by the Board from time to time.

XXI CONTINUAL DISCLOSURE

- (i) Every Promoter, Member of the Promoter group, Designated persons (including their immediate relatives) and Director of SCL shall disclose to the Company in the format set out in Digital Database (as prescribed or amended by SEBI, from time to time), the number of such securities acquired or disposed of (including exercise of ESOP's) within 2(two)trading days of such transaction if the trade value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, if the value of the proposed transaction exceeds Rs.10 lakhs.
- (ii) It is hereby clarified that the disclosure in a calendar quarter after reaching the limit of Rs. 10 lakhs shall be made for every incremental transaction of any value (less or more than Rs. 10 lakhs) which is being undertaken in that quarter.

The disclosure shall be made within 2 (two) working days of: -

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

The Company shall notify the particulars of such trading to the stock exchange on which the securities are listed within 2 (two) trading days of receipt of the disclosure or from becoming aware of such information.

XXII DISCLOSURE BY OTHER CONNECTED PERSONS

The Compliance Officer at his/ her discretion may require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of SCL as and when he deems fit in order to monitor compliance with PIT Regulations in the format set out in [Digital Database \(Form D as per PIT Regulations\)](#) (as prescribed or amended by SEBI, from time to time).

XXIII DISCLOSURE BY DESIGNATED PERSONS

One Time

The Designated person shall disclose the following information (in a format as may be prescribed by the Compliance Officer), one time basis, to SCL within 15 days from the date on which this code shall become effective: -

- i. his/her Phone, mobile and cell number
- ii. his/her Permanent Account Number or any other identifier authorized by law.

Annual Disclosure and Continual Disclosure

The Designated person shall disclose the following information (in the format set out in [Digital Database](#), on an annual basis, to SCL within 30 days from the end of the Financial Year and on continual disclosure basis, as and when the information changes within 15 days of such change: -

- i) Name of Immediate Relatives
- ii) Persons with whom such designated person shares a Material Financial Relationship
- iii) Permanent Account Number or any other identifier authorized by law of (i) & (ii)
- iv) Phone, mobile and cell numbers of (i) & (ii) which are used by them

Explanations:- “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.”

XXIV REPORTING TO THE COMMITTEE/ BOARD AND MAINTENANCE OF DISCLOSURES

- (i) The Compliance Officer shall place before the Audit Committee on a quarterly basis, details of trading in SCL Securities by the Designated Persons and the accompanying documents that such persons had executed under the pre-clearance procedure as envisaged under this Code.
- (ii) The Audit Committee of SCL 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.
- (iii) The Compliance Officer shall maintain records of all the declarations in appropriate forms given by the Designated Persons for a minimum period of 5(Five) years.
- (iv) The Secretarial Section shall acknowledge receipt of the declaration form received.
- (v) Designated Persons and immediate relatives of designated persons in the organisation shall be governed by these Code of Conduct governing dealing in securities.

XXV PENALTY FOR NON-COMPLIANCE

Any insider who trades in securities in contravention of the provisions of this Code or the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, shall be guilty of insider trading and shall be *inter-alia* liable for punishment and penalty as mentioned in this Code and the Securities & Exchange Board of India Act, 1992, as mentioned below: -

XXVI PENALTY FOR NON-COMPLIANCE WITH THE CODE OF CONDUCT

Any employee/ officer/ Director/ who trades in securities or communicates any information for trading in securities, in contravention of the code of conduct may be penalised and appropriate action may be taken by SCL.

<i>Categories of Non-Compliances</i>	<i>Penal/disciplinary actions proposed</i>
Procedural Non-Compliances	
i) Executing transaction after expiry of 7 (Seven) days from date of pre clearance.	a) <i>Written warning notice for first instance of non-compliance and reporting to the stock exchange(s) where the securities are traded.</i>
ii) <i>Non reporting of completion of transaction after pre-clearance.</i>	

<p>iii) Non reporting of transactions aggregating to Rs.10,00,000/- (Rupees Ten Lakh Only) per calendar quarter (such transaction should not be based on UPSI and should not be undertaken during trading window closure periods).</p>	<p>b) For second repeated act- Rs.10,000/- (Rupees Ten Thousand Only) minimum and up to Rs.25,000/- (Rupees Twenty-Five Thousand Only) for third repeat non-compliance and reporting to the stock exchange(s) where the securities are traded.</p> <p>c) Beyond third repeated act of non-compliance, it would be treated as substantive non-compliance resulting in such action the Managing Director & Compliance Officer may deem fit, which may include suspension, freeze on increment / promotion, demotion, employment termination, recovery, claw back as deemed appropriate and reporting to the stock exchange(s) where the securities are traded in such form and such manner as may be specified by the Board from time to time.</p>
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<i>Substantive Non-Compliances</i>	
<i>(i) Trading in SCL Securities during trading window closure period</i>	<i>Any of the following or combination thereof depending on the severity of the case: *) If the gain or loss avoided is less than Rs.10,000/- (Rupees Ten Thousand Only), the penalty is RS.10,000/- (Rupees Ten Thousand Only) and reporting to the stock exchange(s) where the securities are traded. b) If the gain or loss avoided is more than RS.10,000/- (Rupees Ten Thousand Only) twice the actual gain made or loss avoided and reporting to the stock exchange(s) where the securities are traded. c) Such action the Managing Director & Compliance Officer may deem fit which may include suspension, freeze on increment/promotion, demotion, employment termination, recovery, claw back and reporting to the stock exchange(s) where the securities are traded in such form and such manner as may be specified by the Board from time to time.</i>
<i>(ii) Dealing in SCL Securities without obtaining pre-clearance</i>	
<i>(iii) Undertaking opposite transactions / derivative transactions</i>	
<i>(iv) Passing on price sensitive information or making recommendations directly or indirectly for dealing in securities on the basis of such information</i>	

Notes:

- a) The action by SCL shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading), Regulations, 2015 as amended from time to time.*
- b) In case it is observed by the Compliance Officer in terms of clause 13 of Schedule B (in case of listed companies) and clause 11 of Schedule C (in case of intermediaries and fiduciaries) read with Regulation 9 of the PIT Regulations, the compliance officer of the listed company, intermediaries and fiduciaries shall promptly inform the Stock Exchange (s) where the concerned securities are traded, regarding violations relating to Code of Conduct under PIT Regulations in the, in the format as per the [Digital Database](#).*

- c) *The Managing Director or the Compliance Officer may decide the penalty within the above framework by taking into consideration the factors such as knowledge of price sensitive information, level of management responsibility of the individual concerned, number of securities transacted, whether the breach occurred as a result of deliberate intent or not, etc.*
- d) *Any amount collected under this clause and penalties recovered as per framework shall be remitted to SEBI for credit to the Investor Education and Protection Fund administered by the Board under the Act.*

XXVII PENALTIES FOR NON-COMPLIANCE WITH SECURITIES & EXCHANGE BOARD OF INDIA ACT, 1992

Chapter VI A provides for various penalties, extracts of which are:

15A. *If any person, who is required under this Act or any rules or regulations made thereunder—*

- a. *to furnish any document, return or report to the Board, fails to furnish the same, he shall be liable to a penalty of one lakh rupees for each day during which such failure continues or one crore rupees, whichever is less;*
- b. *to file any return or furnish any information, books or other documents within the time specified therefore in the regulations, fails to file return or furnish the same within the time specified therefore in the regulations, he shall be liable to a penalty of one lakh rupees for each day during which such failure continues or one crore rupees, whichever is less;*
- c. *to maintain books of accounts or records, fails to maintain the same, he shall be liable to a penalty of one lakh rupees for each day during which such failure continues or one crore rupees, whichever is less.*

15G. *If any insider who -*

- i. *either on his own behalf or on behalf of any other person, deals in securities of a body corporate listed on any stock exchange on the basis of any unpublished price sensitive information; or*
- ii. *communicates any unpublished price sensitive information to any person, with or without his request for such information except as required in the ordinary course of business or under any law; or*
- iii. *counsels, or procures for any other person to deal in any securities of anybody corporate on the basis of unpublished price sensitive information, shall be liable to a penalty twenty-five crore rupees or three times the amount of profits made out of insider trading, whichever is higher.*

24. (1) *Without prejudice to any award of penalty by the adjudicating officer under this Act, if any person contravenes or attempts to contravene or abets the contravention of the provisions of this Act or of any rules or regulations made thereunder, he shall be punishable with imprisonment for a term which may extend to ten years, or with fine, which may extend to twenty-five crore rupees or with both.*

(2) *If 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.*

Without prejudice to the directions under regulation 11, if any person violates provisions of these regulations, he shall be liable for appropriate action under Sections 11, 11 B, 11D, Chapter VIA and Section 24 of the Act. Chapter 4 - Amendments

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