



# ***SIMRAN AGROVET LIMITED***

***CIN: U15400MP2017PLC043674***

## **POLICY FOR CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**

## **1. INTRODUCTION**

The Board of Directors of SIMRAN AGROVET LIMITED (“the Company”) is committed to ensuring transparency, integrity, and ethical conduct in all its dealings and in compliance with the applicable securities laws, including the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“SEBI PIT Regulations”). As the Company is in the process of bringing an Initial Public Offering (IPO), it is crucial to establish a framework to prevent insider trading, protect the interests of shareholders, and maintain investor confidence. This Code of Conduct (“Code”) sets out the principles, responsibilities, and procedures for dealing with confidential information and trading in the Company’s securities.

## **2. OBJECTIVE**

The primary objective of this Code is to regulate, monitor, and report trading in the securities of the Company by its directors, officers, employees, and connected persons, so as to prevent misuse of unpublished price-sensitive information (“UPSI”). The Code aims to:

- Promote adherence to the SEBI PIT Regulations;
- Prevent insider trading and ensure fair practices in the securities market;
- Foster a culture of integrity and transparency within the Company; and
- Ensure timely reporting of transactions by persons covered under this Code.

## **3. SCOPE AND APPLICABILITY**

This Code applies to:

- All Directors and Key Managerial Personnel of the Company;
- Employees of the Company who may have access to unpublished price-sensitive information; and
- Any other person who is deemed a connected person under applicable laws.
- The Code covers trading, dealing, or communicating information relating to the Company’s securities while in possession of UPSI.

## **4. PROHIBITION ON INSIDER TRADING**

No insider shall, directly or indirectly, buy, sell, or deal in the securities of the Company while in possession of UPSI. Insiders are prohibited from:

- Tipping or communicating UPSI to any person, whether directly or indirectly;
- Trading in securities on the basis of UPSI; and
- Engaging in any action that may contravene the principles of fair trading or give undue advantage to any person.

***“Unpublished Price Sensitive Information”*** refers to any information relating to the Company or its securities that is not generally available and is likely to materially affect the price of the securities if made public, such as financial results, dividends, IPO plans, mergers or acquisitions, major expansion plans, or changes in key management.

## **5. TRADING WINDOW AND PRE-CLEARANCE**

To prevent misuse of UPSI, the Company shall specify a trading window during which trading in the Company's securities is permitted. Directors, officers, and designated employees shall not trade in securities when the trading window is closed. Certain transactions may require pre-clearance from the Compliance Officer, who shall be responsible for ensuring compliance with this Code and applicable regulations.

## **6. ROLE OF COMPLIANCE OFFICER**

The Company Secretary or such other officer as may be appointed by the Board shall act as the Compliance Officer. The Compliance Officer shall:

- Monitor adherence to this Code;
- Maintain records of trading by persons covered under this Code;
- Approve pre-clearance requests for trading;
- Provide guidance regarding compliance with SEBI PIT Regulations; and
- Report any violations to the Board and regulatory authorities as required.

## **7. REPORTING AND DISCLOSURE**

All designated persons and directors are required to disclose their holdings and trading in the Company's securities as per the SEBI PIT Regulations. This includes initial disclosure, periodic disclosure, and disclosure of trades exceeding specified thresholds. The Company shall maintain records of such disclosures and ensure timely reporting to regulatory authorities.

## **8. PENALTY FOR NON-COMPLIANCE**

Any violation of this Code or the SEBI PIT Regulations may result in disciplinary action by the Company, including termination of employment or directorship, and may attract civil or criminal liability under applicable laws.

## **9. DISCLOSURE ON WEBSITE**

This Policy shall be disclosed on the website of the Company and a web link thereto shall be provided in the annual report of the Company.

## **10. REVIEW AND AMENDMENTS**

The Board of Directors shall periodically review this Code to ensure its effectiveness and alignment with regulatory requirements. Any amendments to the Code shall be approved by the Board and communicated to all persons covered under this Code.

## **11. EFFECTIVE DATE**

The Policy shall become effective from the date of its adoption by the Board of Directors of the Company.