SALASAR EXTERIORS AND CONTOUR LIMITED

(CIN: L45309MH2018PLC306212)

Minimum Standards for Code of Conduct for Salasar Exteriors And Contour Limited to Regulate, Monitor and Report Trading by Designated Persons

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1. The Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations. Every director, officer, designated employee of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. No director, officer, designated employee may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

   The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, had formulated the SEBI (Prohibition of Insider Trading) Amendment Regulations, 2018 under the powers conferred on it under the SEBI Act, 1992. These regulations are made applicable to all companies whose shares are listed on Indian stock exchanges after 1st April, 2019.

   The Board of Directors of the Company has as a part of this Code formulated, approved and adopted a policy for determination of "Legitimate Purpose" for sharing of information in the ordinary course of business with the related persons (such as customers, suppliers, legal advisors, auditors, consultants, other advisors, insolvency professionals) by an insider. Sharing of such information shall abide by this Code except as allowed under the said policy and to the extent that is in compliance with SEBI (Prohibition of Insider Trading) Amendment Regulations, 2018.

In consonance with the minimum standards for code of conduct to regulate, monitor and report trading by designated persons and relatives of designated persons as specified under regulation 9(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Amendment Regulations, 2018, Salasar Exteriors And Contour Limited has adopted this "Minimum Standards" as per the requirements of Schedule B of the said regulations with respect to the Company and its securities.

2. These standards shall come into force with effect from 1st April, 2019.

3. DEFINITIONS: -

For the purpose of these standards the following terms shall have the meanings assigned to them hereunder:

i. **"Act"** means the Securities and Exchange Board of India Act, 1992 (15 of 1992);

ii. **"Standards" or "these Standards"** shall mean these Minimum Standards for Code of Conduct to Regulate, Monitor and Report Trading by Insiders.

iii. **"Connected person"** means:

(i) Any person who is or has during the 6 (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 official of a stock exchange or of clearing house or corporation; or

(d) 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;

iv. **"Company** "or **"The Company"** or means Salasar Exteriors And Contour Limited;

v. **"Insider Trading Regulations"** means the Securities and Exchange Board of India (Prohibition of insider Trading) Regulations, 2015 as amended from time to time;

vi. **"Compliance Officer"** shall mean the Compliance Officer or the Company Secretary of the Company who is responsible for the administration of the Insider Trading Policy and shall report to the Chairman of the Audit Committee of the Company.

vii. **"Unpublished Price Sensitive Information ("UPSI")"** 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 Securities of the Company and shall, ordinarily include but not be restricted to, information relating to the following:

a) financial results;

b) dividends;

c) change in capital structure;

d) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;

e) changes in key managerial personnel; and

f) material events in accordance with the listing agreement

viii. "Designated Persons"

(i) Members of the Board of Directors of the Company

(ii) Members of various committees of the Board of the Company

(iii) CEO, Company Secretary

(vi) CFO

(v) Statutory Auditors, Internal Auditors and Cost Auditors of the Company

(vi) Senior Executives of Accounts, Legal and Secretarial Department

(vii) CFOs & CEOs and CSs of the Material Subsidiary Companies

(viii) Secretaries/Executive Assistants reporting to the Chairman or the Managing; Director/Whole Time Director/CFO/CS;

(ix) All Departmental Heads of the Company (For e.g., Finance Head, Purchase Head, Sales Head etc.);

(x) 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; and

(xi) All promoters of the Company identified as per SEBI (ICDR) Regulations, 2009 or any modification thereof.

(xii) Employees upto two levels below of Chief Executive Officer of the Company and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;

(xv) Any support staff of the Company, such as IT staff or secretarial staff Legal Staff, Finance Staff, Strategy Staff who have access to unpublished price sensitive information.

(xvi) Such other persons as may be identified by the Compliance Officer.

ix. **"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.

(Note: if spouse is financially independent and doesn't consult an insider while taking trading decisions, the spouse won't be exempted from the definition of immediate relative. A spouse is presumed to be an "immediate relative", unless rebutted so.)

Words and expressions used and not defined in these Rules but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made there under shall have the meanings respectively assigned to them in those legislations.

4. DETERMINATION OF DESIGNATED PERSONS:

The Board of Directors shall in consultation with the compliance officer of the Company, shall 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.

5. 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.

6. ROLE OF COMPLIANCE OFFICER:

The Compliance Officer shall report to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.

The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.

7. PRESERVATION OF PRICE SENSITIVE INFORMATION:

All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

Designated Persons and Insiders, shall maintain confidentiality of all Price Sensitive Information ("PSI") coming into their possession or control. Further such persons shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities.

In preserving the confidentiality of information and to prevent its wrongful and dissemination the following safeguards shall be adopted: -

- Files containing confidential information shall be kept secure;
- Computer files must have adequate security of login through a password;
- Follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time to time in consultation with the person in charge of the information technology function.

8. COMMUNICATION OR PROCUREMENT OF UPSI

(1) No insider shall communicate, provide, or allow access to any UPSI relating to the Company to any person including other insiders, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

(2) No person shall procure from or cause the communication by any insider of UPSI, relating to the Company, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

9. TRADING IN THE COMPANY'S SECURITIES:

(i) Restriction on trading in the Company's Securities

No Insider shall trade in the Company's 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 the Company's 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.

(ii) Joint holding

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

10. DEFENSE TO INSIDER WHEN TRADING IN THE COMPANY'S SECURITIES WHEN HAVING UPSI

Trading in the Company'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 promoters who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 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 these 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.

11. CHINESE WALL:

To prevent the misuse of UPSI, the Company shall adopt a 'Chinese Wall' policy which separates those areas of the organisation which routinely have access to UPSI, considered "inside areas" from those areas which deal with sale/marketing or other departments providing support services, considered "public areas".

"Inside Areas" shall mean Finance, Accounts, Secretarial including Director, Chief Financial, Company Secretary and Presidents.

"Public Areas" shall mean area other than inside areas.

The Employees in the inside areas are not allowed to communicate any UPSI to anyone in the public areas.

The Employees in inside area may be physically separated from the Employees in public area.

The demarcation of various departments as inside area shall be determined by the Compliance Officers in consultation with the Board.

Only in exceptional circumstances, Employees from the public areas are brought "over the wall" and given UPSI on the basis of "need to know" criteria, under intimation to the Compliance Officer.

12. "PREVENTION OF MISUSE OF "PRICE SENSITIVE INFORMATION":

Employees and connected persons designated on the basis of their functional role ("designated persons") in the Company shall be governed by an internal code of conduct governing dealing in securities. The Board of Directors shall in consultation with the Compliance Officer specify the designation persons to be covered by such code on the basis of their role and function in the organization. Due regard shall be had to the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation.

13. TRADING WINDOW:

Designated persons may execute trades subject to compliance with these regulations.

The period prior to declaration of price sensitive information is particularly sensitive for transactions in the Company's securities. This sensitivity is due to the fact that the Directors, Officers and Designated Employees will, during that period, often possess unpublished price sensitive information. During such sensitive times, the Directors, Officers and Designated Employees will have to forego the opportunity of trading in the Company's securities. The Directors, Immediate Relatives, Officers and Designated Employees of the Company shall not deal in the securities of the Company when the trading window is closed. The period during which the trading window is closed shall be termed as prohibited period.

(i) Window Closure

a) Declaration of Financial results (quarterly, half-yearly and annual)

b) Declaration of dividends (interim and final)

c) Change in capital structure

d) Mergers, demergers, acquisitions, delisting's, disposals and expansion of business and such other transactions

e) Material events in accordance with the listing agreement

The trading window may be closed by the Compliance Officer in consultation with Managing Director of the Company during such time in addition to above period, as he/she may deem fit from time to time and also on notification by designation person or insider about the possession of Unpublished Price Sensitive Information.

Starting of Closure: The Period of closure shall be effective from the date of intimation to the Stock Exchange pertaining to subject referred above or date on which the agenda for the Board Meeting containing above item of business is circulated, whichever is earlier.

Re-opening of closure: 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 hours after the information becoming generally available.

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

14. PRE-CLEARANCE OF TRADES:

Applicability:

Every Designated Person shall obtain a pre-trading approval as per the procedure prescribed hereunder for any Trading in the Securities of the Company proposed to be undertaken by such Designated Person / his / her Immediate Relatives. Such pre-trading approval would be necessary, only 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 lakhs.

Pre-trading Procedure:

For the purpose of obtaining a pre-trading approval, the concerned Designated Person shall carry out the following procedure:

Make an application in the prescribed form to the Compliance Officer. (The Compliance Officer should submit his/her application for pre-dealing approval to the Managing Director)

- Such application should be complete and correct in all respects and should be accompanied by such undertakings/ declarations, indemnity bonds and other documents/papers as may be prescribed by the Compliance Officer from time to time for not in a possession of Unpublished Price Sensitive Information.

- Such application for pre-dealing approval with enclosures shall preferably be sent through electronic mail followed by hard copies of all the documents. The email for this purpose should be sent to the address specifically mentioned dedicated for this purpose.

15. APPROVAL:

The Compliance Officer shall consider the application made as above and shall approve it forthwith preferably on the same working day but not later than the next working day unless he/she is of the opinion that grant of such an approval would result in a breach of the provisions of this Code, or the Regulations. Such approval/rejection may preferably be conveyed through electronic mail and if no such approval / intimation of rejection is received within a period of 2 (two) working days, the applicant can presume that the approval is deemed to be given.

Every approval letter shall be issued in such format as may be prescribed by the Company from time-to- time. Every approval shall be dated and shall be valid for a period of 7 (seven) clear trade days from the date of approval.

In the absence of the Compliance Officer due to leave etc., the Employee/Officer designated by him/her from time-to-time, shall discharge the function referred to in (a)

above.

16. OTHER RESTRICTIONS:

Completion of Pre-cleared Dealing:

a. All such persons shall ensure that they complete execution of every pre-cleared deal in the Company‘s Securities as prescribed above no later than 7 (seven) trading days from the date of the approval. Such Persons shall file within 2 (two) trading days of the execution of the deal, the details of such deal, with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed.

b. If a deal is not executed by the concerned Designated Person pursuant to the approval granted by the Compliance Officer within 7 (seven) trading days, the Designated Person shall apply once again to the Compliance Officer for pre clearance of the transaction covered under the said approval.

Holding Period:-

a. The said persons who buy or sell any number of shares of the Company shall not enter into opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction.

b. In case the sale of securities of the Company is necessitated due to inevitable reasons or emergency situations, the holding period referred to above may be waived by the Compliance Officer after recording the reasons in writing provided that such relaxation does not violate these regulations.

c. In case a contra trade be 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 Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

17. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES: -

A. DISCLOSURE 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 the Company as and when he deems fit in order to monitor compliance with these Regulations in the format as prescribed or amended by SEBI, from time to time).

B. DISCLOSURE BY DESIGNATED PERSONS: INITIAL DISCLOSURE:

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

(i) his/her Phone, mobile and cell numbers

(ii) his/her Permanent Account Number or any other identifier authorized by law

CONTINUAL DISCLOSURE:

The Designated person shall disclose the following information (in a format as may be prescribed by the Compliance Officer), on annual basis, to the Company 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(s) 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)

Explanations: -"Material Financial Relationship" shall mean 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 during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions."

18. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT:

- Every Specified Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).

- Any Specified Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.

- Specified Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.

- The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

19. DISSEMINATION OF PRICE SENSITIVE INFORMATION

(i) No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.

(ii) Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors.

The following guidelines shall be followed while dealing with analysts and institutional investors: -

- Only public information to be provided.
- At least 2 (two) Company representatives be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

20. REPORTING TO THE BOARD AND MAINTENANCE OF DISCLOSURES

(i) The Compliance Officer shall place before the Chairman of the Company on a quarterly basis, details of trading in the Company's 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 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.

(iii) The Secretarial Section shall acknowledge receipt of the declaration form received.

21. INFORMATION TO SEBI 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. SEBI shall be informed by the company.