

SHIVA CEMENT LIMITED

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS (Pursuant to Regulation 9(1) & (2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended)

1. PREFACE :

Title	Shiva Cement Limited Insider Trading Policy
Version Number	1.1
Authorised by	Board of Directors

Trading in the Securities of the Company by its Directors, Employees or other Insiders based on Unpublished Price Sensitive Information erode the confidence in the integrity of the management and is unhealthy for the capital markets.

2. DEFINITIONS:

As used in this Code:

- a) **“Act”** means the Securities and Exchange Board of India Act, 1992 as amended from time to time;
- b) **“Board of Directors”** means the Board of Directors of Shiva Cement Limited.
- c) **“Companies Act”** means the Companies Act, 2013 as amended from time to time;
- d) **“Company” or “Shiva Cement ”** means Shiva Cement Limited;
- e) **“Code of Conduct”** means the “Shiva Cement Code of Conduct to Regulate, Monitor and Report trading by Insiders” as amended from time to time.
- f) **“Committee”** means a Committee of Directors as may be constituted by the Board, for the implementation of the said Regulations;
- g) **“Connected Person” means:**
 - i. any person who is or has during the six months prior to the concerned act been associated with the 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himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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) above; 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 the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

h) **“Designated Employee(s)”** means

- i. all Employees comprising of Key Managerial Persons, the top three tiers of the Company’s Management, including Employees designated as Directors/Presidents, Sr. Vice Presidents/ Vice Presidents and Associate Vice Presidents of the Company;
- ii. Every employee in the General Management, Corporate Finance, Accounts, Internal Audit and Secretarial Departments of the Company; and
- iii. such other employees who may be designated as such from time to time by the Committee for the purpose of this Code of Conduct and who may be able to have access to any unpublished ‘price sensitive information’ as defined in this Code of Conduct or the Regulations.

i) **“Designated Person(s)”** means (1) Directors (2) Designated Employees (3) Promoters and Promoter Group.

j) **“Employee”** means every employee of the Company including the Directors in the employment of the Company.

k) **“Generally available Information”** means information that is accessible to the public on a non-discriminatory basis.

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. a connected person; or
- ii. in possession of or having access to unpublished price sensitive information.

n) **“Key Managerial Person”** means person as defined in Section 2(51) of the Companies Act, 2013

- o) "**Regulations**" means the SEBI (Prohibition of Insider Trading) Regulations 2015, as amended from time to time;
- p) "**Securities**" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
- q) "**Stock Exchange**" means a stock exchange which is notified by the Central Government in the Gazette or by SEBI, under Section 4 of the Securities Contracts (Regulation) Act, 1956 as a recognized Stock Exchange;
- r) "**Takeover regulations**" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- s) "**Trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- t) "**Trading Day**" means a day on which the recognized stock exchanges are open for trading;
- u) "**Trading Window**" means a trading period as specified by the Company from time to time for trading in the Company's Securities;
- v) "**Threshold Limit**" means value of securities (other than ESOP's) in excess of Rs.10,00,000/- (Rupees Ten lakhs) over any calendar quarter or such other value as may be specified;
- w) "**Unpublished Price Sensitive Information or UPSI**" means: any information, relating to the 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, de-listings, disposals and expansion of business and such other transactions;
 - v. Changes in key managerial personnel; and
 - vi. Material events in accordance with the listing agreement

Explanation –

Speculative Reports in print or electronic media shall not be considered as published information;

- x) **All other words and phrases** used and not defined in this Code but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the

Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

3. COMPLIANCE OFFICER

- a) The Company Secretary shall be the Compliance Officer reporting to the Board of Directors, responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, 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.
- b) The Company Secretary shall hold the position so long as he/she is in the employment of the Company. In case of vacancy / absence of the Company Secretary, the Chief Financial Officer shall, in the interim period, act as the Compliance Officer.
- c) The Compliance Officer shall ensure proper assistance to all the employees / directors in addressing any clarifications regarding the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's code of conduct.

The Compliance Officer on Quarterly basis shall provide a report to the Audit Committee of Board of Directors *interlia* with regard to Compliance status of Company's code of conduct.

4. PRESERVATION OF "UNPUBLISHED PRICE SENSITIVE INFORMATION"

- I. All UPSI is to be handled on a "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 likelihood of misuse of the Information.

To prevent the misuse of confidential information, the Company adopts a 'Chinese Wall' policy, thereby separating those areas of the Company which routinely have access to confidential information, considered as 'inside areas', from those areas including department(s) which deal with providing support services, considered as 'public areas'. The employees in the inside areas shall not communicate any UPSI to any one in public area and may be physically segregated from employees in the public area. Demarcation of various departments as 'inside area' may be implemented by the Committee.

In exceptional circumstances i.e. in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, any designated employee may be permitted to 'cross the wall' and give UPSI to any person on a 'need to know' basis, under intimation to the compliance officer.

- II. No insider shall communicate, provide, or allow access to any UPSI, relating to the Company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

III. No person shall procure from or cause the communication by any insider of UPSI, relating to the Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

IV. However, UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction which:

entails an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or

does not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of the informed opinion that the proposed transaction is in the best interests 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 Board of Directors may determine.

For the above purposes, 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 this Clause and shall not otherwise trade in securities of the Company when in possession of UPSI

V. Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.

5. PREVENTION OF MISUSE OF “UNPUBLISHED PRICE SENSITIVE INFORMATION”

sAll Insiders shall be subject to trading restrictions enumerated herein.

5.1 Trading Plan:

An insider shall be entitled to formulate a trading plan 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.

I. 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 for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- (iii) entail trading for a period of not less than 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 at, or dates on which such trades shall be effected; and
 - (vi) not entail trading in securities for market abuse.
- II. The Compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations. He 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.
- III. 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. The compliance officer shall confirm that the commencement of the Plan shall be deferred until such UPSI becomes generally available information. Further, the Insider shall also not be allowed to trade 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.
- IV. Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

5.2 Trading Window:

Other than the period(s) for which the 'Trading Window' is closed as prescribed hereunder, the same shall remain open for trading in the Securities of the Company. The trading window will be ordinarily closed, as much as possible / practicable, for 10 days prior to the happening of the following events and shall be opened 48 hours after the UPSI is made public:-

- (i) Financial results;
- (ii) Dividends;
- (iii) Change in capital structure;
- (iv) Mergers, de-mergers, acquisitions, delisting's, disposals and expansion of business and such other transactions; and
- (v) Changes in Key managerial personnel; and
- (vi) Material events in accordance with the listing agreement

Trading window may be closed by the Company during such times in addition to the above period as it may deem fit from time to time including when the compliance officer determines that Designated Persons can be reasonably expected to possess UPSI.

No designated person, Employees and their immediate relatives shall trade in the securities of the Company when the trading window is closed. The provisions for 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.

In case of ESOPs, exercise of option by the Employees will be allowed in the period when the trading window is closed. However, sale of shares given / allotted on exercise of ESOPs by the Employees is not allowed when trading window is closed.

5.3 Pre- clearance of Trades:

- a) All Designated Persons of the Company and their Immediate Relatives, who intend to trade in the securities of the Company exceeding the threshold limit, will have to make an application to the Compliance Officer (in case of absence / vacancy of Compliance officer, application to be made to Chief Financial Officer with copy (CC) to Compliance Officer) in the prescribed form for pre-clearance of the transaction. However, no designated persons of the Company and their immediate relatives shall be entitled to apply for pre-clearance of any proposed trade if such designated persons of the Company and their Immediate Relatives is in possession of Unpublished Price Sensitive Information even if the trading window is not closed.
- b) The compliance officer shall confidentially maintain a list of such securities as a “restricted list” which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.
- c) An undertaking shall also be executed in favour of the Company by such designated persons of the Company & their Immediate Relatives and given to the
 - i. That such person does not have nor has received “UPSI” upto the time of signing the undertaking.
 - ii. That in case such person has access to or receives “UPSI” after the signing of the undertaking but before the execution of the transaction, he / she shall inform the Compliance Officer of the change in his position and that he / she would completely refrain from trading in the securities of the company till the time such information becomes public.
 - iii. That I shall not execute a contra trade within a period not less than six months.
 - iv. That he / she has not contravened the Company’s Code of conduct as notified by the Company from time to time.
 - v. That he / she has made a full and true disclosure in the matter.
 - vi. That he/she will go ahead with the transaction only after receiving the clearance required.

6. OTHER RESTRICTIONS:

- 6.1 All Designated Persons of the Company and their Immediate Relatives shall execute the trade in respect of the securities of the Company within seven Trading days after the

approval of pre-clearance is given, failing which, fresh pre-clearance for trades to be executed shall be obtained.

6.2 All Designated Persons of the Company and their Immediate Relatives shall disclose to the Company in the prescribed Form **(Form F)** as below:

6.1.1 the number of securities acquired or disposed of for which pre-clearance is obtained within two trading days of such transaction.

6.1.2 the number of securities not traded for which pre-clearance is obtained including reasons for such decision within two trading days of completion of seven trading days after the approval of pre-clearance is given.

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

6.4 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 Code provided that trading in derivatives is permitted by any law for the time being in force.

6.5 Any Designated persons and their Immediate relatives who is permitted to trade shall not execute a contra trade within six months. In case any contra trade is executed, inadvertently or otherwise, in violation of the restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

In case trading in securities is necessitated by personal emergency, the holding period of six months as specified above may be waived by the Compliance Officer after recording in writing his/her reasons in this regard. An application for waiver of holding period shall be made to the Compliance Officer through concerned Departmental Head in the prescribed Form **(Form G)**.

7. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:

Initial Disclosure

7.1 Every Promoter, Key Managerial Personnel and Director, of the Company, within thirty days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of their Immediate Relative(s) in the prescribed Form **(Form A)**.

7.2 Every person on appointment as a key managerial personnel or a Director of the Company or upon becoming a Promoter shall disclose his holding [as also of their Immediate Relative(s)] of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter in the prescribed Form **(Form B)**.

Continual Disclosure

7.3 Every Promoter, Employee and Director of the Company shall disclose [as also of their Immediate Relative(s)] to the Company in the prescribed Form **(Form C)** the number of such securities acquired or disposed of within 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 Rupees Ten lakhs.

7.4 The Company may, at its discretion, require any other connected person(s) to make disclosure of holdings and trading in securities of the Company in such prescribed form **(Form D)** and at such frequency as may be determined by the Compliance Officer.

Disclosure by the Company to the Stock Exchange(s)

7.5 Within 2 trading days of the receipt of the disclosure under Clause 7.3 or from becoming aware of such information, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received in **Form C**.

7.6 The Compliance officer shall maintain records of all the declarations in the appropriate form given by Designated Persons for a minimum period of five years.

8. PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT:

8.1 Designated persons and employees who trade in securities or communicate any information for trading in securities in contravention of this code of conduct will be penalised and appropriate action will be taken against them by the Company based on the decision of the Committee of Directors after giving reasonable opportunity of being heard.

8.2 They shall also be subject to disciplinary action including wage freeze, suspension, ineligibility for future participation in ESOP etc., as decided by the Committee of Directors.

8.3 In case the Board of Directors observes that there has been a violation of the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, it shall inform the Securities Exchange Board of India promptly.

FORM A

As per Regulations 7 (1)(a) read with Regulation 6 (2) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Clause 7.1 of Shiva Cement Code of Conduct to Regulate, Monitor and Report trading by Insiders

Name of the company: Shiva Cement Limited

ISIN of the company: INE555C01029

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	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 coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3		4	5		6	7

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

Signature:

Designation:

Date:

Place:

FORM B

As per Regulations 7 (1)(b) read with Regulation 6 (2) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Clause 7.2 of Shiva Cement Code of Conduct to Regulate, Monitor and Report trading by Insiders

Name of the company: Shiva Cement Limited

ISIN of the company: INE555C01029

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 & addresses with contact nos	Category of Person (Promoters / KMP / Directors / Immediate Relatives / others etc)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter / appointment of Director / KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter / appointment of Director / KMP		Open Interest of the Option Contracts held as on the date of regulation coming into force	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4		5	6		7	

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

Signature:

Designation:

Date:

Place:

FORM C

As per Regulations 7 (2) read with Regulation 6 (2) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Clause 7.3 of Shiva Cement Code of Conduct to Regulate, Monitor and Report trading by Insiders

Name of the company: Shiva Cement Limited

ISIN of the company: INE555C01029

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

Name, PAN No., CIN/DIN, & address of Promoter / Employee / Director with Contact nos.	Category of Person (Promoters / KMP / Directors/ immediate relatives / others etc)	Securities held prior to acquisition /disposal		Securities Acquired / Disposed		% of shareholding		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/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed	
		No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	Pre transaction	Post transaction	From	To			Buy		Sell			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	
												Value	Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	

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

Signature:

Designation:

Date:

Place:

FORM D (Indicative format)

As per Regulations 7 (3) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Clause 7.4 of Shiva Cement Code of Conduct to Regulate, Monitor and Report trading by Insiders

Name, PAN No., CIN/DIN, & address of connected persons, as identified by the company with contact nos.	Connection with company) etc)	Securities held prior to acquisition /disposal		Securities Acquired / Disposed		% of shareholding		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/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed	
		No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	Pre transaction	Post transaction	From	To			Buy		Sell			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	
												Value	Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	

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

Signature:

Designation:

Date:

Place:

FORM E
FORM FOR PRE-CLEARANCE OF TRANSACTIONS:

As per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Clause 5.3 (a) of Shiva Cement Code of Conduct to Regulate, Monitor and Report trading by Insiders

To
The Company Secretary/Compliance Officer
Shiva Cement Limited
YY 5, Civil Township ,
7/8 Area Rourkela,
Sundargarh,
Odisha- 769004

I intend to sell / purchase securities of the Company, as follows: 1.	Name of the applicant	:	
2.	Designation	:	
3.	Department	:	
4.	Employee Code No.	:	
5.	a. Number and value of securities of Company held as on date Folio No. DP ID Client ID	: : : :	
6.	Nature of proposed trading	:	a) Purchase in the open market b) Sale of securities c) Off-Market deal d) Cashless Exercise of ESOPs
7.	Proposed date of trading in securities	:	
8.	No. of Securities proposed to be dealt. Folio No./ DP ID & Client ID where the securities will be credited /debited	: : : : Nos.
9.	Price at which the transaction is proposed	:	
10.	Current Market Price (as on the date of application)	:	

I hereby apply for the pre-clearance of the transaction(s) referred above.

In relation to the above trading, I undertake that:

i. That I do not have any access nor have I received any “Unpublished Price Sensitive Information” upto the time of signing this undertaking.

ii. That in case I have access to or receive “Unpublished Price Sensitive Information” after the signing of this undertaking but before the execution of the transaction I shall inform the Compliance Officer of the change in my position and that I would completely refrain from trading in the securities of the Company till the time such information becomes public.

iii. That I shall not execute a contra trade within a period not less than six months.

iv. That I have not contravened the Company’s Code of Conduct as notified by the Company from time to time.

v. That I have made a full and true disclosure in the matter.

vi. That I will go ahead with the transaction only after receiving the required clearance.

vii. That I will execute the order in respect of the securities of the Company within 7 Trading days after the approval of pre-clearance is given, failing which, fresh clearance shall be obtained.

Place: _____

Date: Signature

FORM F
FORM FOR DISCLOSURE OF TRANSACTIONS
As per Securities and Exchange Board of India (Prohibition of Insider Trading)
Regulations, 2015 and Clause 6.2 (a) of Shiva Cement Code of Conduct to Regulate,
Monitor and Report trading by Insiders

(To be submitted within 2 days of transaction / acquisition or disposal of securities of the Company/ or within 2 days from the end of 7 trading days from pre-clearance approval)

Shiva Cement Limited
YY 5, Civil Township ,
7/8 Area Rourkela,
Sundargarh,
Odisha- 769004

I hereby inform that I (to strike off what is not applicable)

• have not bought / sold/ subscribed any securities of the Company after obtaining pre-clearance approval on _____ due to _____ (reason)

• have bought/sold/subscribed to _____ securities as mentioned below on ____ (date)

Name of holder	No. of securities dealt with	Bought/sold/subscribed	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents if sought for **(Not Applicable for exercising of ESOP's options through Cashless Facility)**:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. *(applicable in case of purchase / subscription)*.

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date : _____ Signature : _____ Name

FORM G
APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD
As per Securities and Exchange Board of India (Prohibition of Insider Trading)
Regulations, 2015 and Clause 6.5 of *Shiva Cement Code of Conduct to Regulate,*
Monitor and Report trading by Insiders

Date:

To

Shiva Cement Limited
YY 5, Civil Township ,
7/8 Area Rourkela,
Sundargarh,
Odisha- 769004

Through Departmental Head

Dear Sir,

I request you to grant me waiver of the minimum holding period of six months as required under the Code of Conduct for prevention of Insider Trading with respect to
.....securities of the Company held by me /

.....
(name of relative) singly/jointly, acquired by me on.....(date). I desire to trade in the said securities on account of (Give reason).

Thanking you,
Yours faithfully,

Name of the applicant	:
Designation	:
Department	:
Employee Code No.	: