



KANCO ENTERPRISES LIMITED

Registered Office : "Jasmine Tower", 3rd Floor
31 Shakespeare Sarani, Kolkata - 700 017, India, Telefax : 2281-5217
E-mail : compliance@kanco.in, Website : www.kanco.in
Corporate Identity Number (CIN)-L51909WB1991PLC053283

Code of Conduct for Prevention of Insider Trading as per Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 read with Section 195 of the Companies Act, 2013

1. Applicability

This code shall apply to:

- (i) All Directors, officers, designated employees and their dependants of Kanco Enterprises Limited.
- (ii) All Directors, Officers, Designated Employees and their dependants of the subsidiary of Kanco Enterprises Limited being promoted by Kanco Enterprises Limited/ Promoters of Kanco Enterprises Limited.

2. Definitions

In this code, unless the context otherwise requires:-

2.1 Hereinafter Kanco Enterprises Limited and subsidiary of Kanco Enterprises Limited shall be referred as "Company".

2.2 "**Compliance Officer**" means a person designated as compliance officer by the Board of Directors, from time to time for implementation of this code under the overall supervision of the Board of Directors.

2.3 "**Dependants**" means spouse, dependent children and parents.

2.4 "**Designated Employees**" shall include:

- (i) Presidents, Sr. Vice Presidents, Vice presidents
- (ii) Head of Department and
- (iii) Following employees of Finance Department
 - a. Sr. Manager
 - b. Manager

2.5 "**Officer**" shall include Auditor, and persons falling under the Definition of "Officer" under Section 2(59) of the Companies Act, 2013.

2.6 "**insider trading**" means—

(i) an act of subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell or deal in any securities by any director or key managerial personnel or any other officer of a company either as principal or agent if such director or key managerial personnel or any other officer of the company is reasonably expected to have access to any non-public price sensitive information in respect of securities of company; or

(ii) an act of counseling about procuring or communicating directly or indirectly any non-public price-sensitive information to any person;

2.7 "**Price Sensitive Information**" means any information which relates directly or indirectly to the company and which if published is likely to materially affect the price of securities of the company;

Explanation: - The following shall be deemed to be "Price Sensitive Information ":-



- (i) Periodical Financial results (quarterly, half-yearly and annually) of the Company.
- (ii) Intended declaration of dividends (both interim and final).
- (iii) Issue of securities or buy-back of securities.
- (iv) Any major expansion plans or execution of new securities of company.
- (v) Amalgamation, mergers, takeovers and buy-back.
- (vi) Disposal of whole or substantial part of the undertaking; and
- (vii) Significant changes in policies, plans or operations of the company.

2.8 "Securities" shall include all listed

- (i) Equity shares;
- (ii) Preference shares;
- (iii) Debentures;
- (iv) Derivatives; and
- (v) Future and options

2.9 "Trading Window" means a trading period for trading in securities of Company.

3. Preservation of "Price Sensitive Information"

3.1 "Price Sensitive Information" shall be maintained confidential by the Directors/Officers /Designated Employees/ dependants and shall not be passed to any person directly or indirectly by way of making a recommendation for purchase or sale of securities.

3.2 "Price Sensitive Information" shall be disclosed only to those within the company who need the information to discharge their duty.

3.3 Files containing confidential information shall be kept secure.

4. Trading Window

4.1 Trading window shall remain open for trading of securities of company except in the conditions enumerated in clause 4.2.

4.2 Closing Period of Trading Window

Trading window shall be closed:

- (i) 24 hours before:-
 - a) Declaration of dividends (interim and final)
 - b) Declaration of Financial results (quarterly, half-yearly and annually)
 - c) Issue of securities by way of public/rights/bonus etc.
 - d) Any major expansion plans or execution of new projects
 - e) Amalgamation, mergers, takeovers and buy-back
 - f) Disposal of whole or substantially whole of the undertaking
 - g) Significant changes in policies, plans or operations of the company; or

(ii) for such period, as may be specified by the Board of Directors, from time to time.

Provided that the Trading Window shall reopen 24 hours after information referred above made public.



4.3 All Directors/Officers /Designated Employees shall conduct all their dealings in the securities of the company only in a valid trading window and shall not deal in any transaction involving purchase or sale of securities of company during the period when trading window is closed, as referred to in clause 4.2

4.4 In case of ESOPs, if any, exercise of option shall be allowed when trading window is closed. However, sale of shares, which are allotted on exercise of ESOPs, shall not be allowed when trading window is closed.

5. Pre-clearance of trades

5.1 All Directors/ Officers /Designated Employees of company and their dependants who intend to deal in the securities of the company as agent/principal above 250 no. of securities or transaction value of Rs.5,000/- which ever is less, shall be required to pre-clear the transaction as per the predealing procedure as described hereunder

5.2 An application in "Form PIT-P", as prescribed in Schedule I, shall be made to compliance officer, after obtaining the approval of Departmental Head/Head of office, if any, indicating the estimated number of securities that Director/ Officers /Designated Employee intends to deal in and details of depository with which he has a security account.

5.3 Further an undertaking as prescribed in Schedule II shall also be filed by such Director / Officers / Designated Employee / in favour of the Company.

5.4 All the above mentioned sub clauses of this clause will apply to the Compliance Officer for pre-clearance of trade above the limit specified in clause 5.1 and he shall obtain all permissions from Managing Director of the Company.

6. Other Restrictions

6.1 All Directors/ Officers /Designated Employees and their dependants shall execute their order in respect of securities of the company within one week after approval of pre-clearance is given. If order is not executed within one week after the approval is given, the Director/ Officers /Designated Employee must pre clear the transaction again.

6.2 All directors/ officers/ designated employees who buy or sell any number of shares of the company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months (As per prevailing SEBI Regulations) following the prior transaction. All directors/ officers/ designated employees shall also not take positions in derivative transactions, if any in the shares of the company at any time.

In the case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted."

6.3 In case the sale of securities is necessitated by personal emergency, holding period may be waived by the compliance officer after recording in writing his reasons in this regard.

7. Reporting Requirements for transactions in Securities

7.1 Initial Disclosure

All Directors/ Officers /Designated Employees shall be required to forward details (as per Form 'B' in Schedule II) of all holdings in securities or voting rights held and positions taken in Equity Shares/ Preference Shares or derivatives, if any, by such person and his



dependents to the Compliance Officer at the time of joining of the company with in 2 working days of joining/appointment.

7.2 Continual Disclosure

All Directors/ Officers /Designated Employees shall be required to forward following details of their securities transactions: -

- (i) Quarterly Statement in “**Form PIT-Q**”, as prescribed in Schedule II of any transactions in securities of the company within 30 days from the end of the quarter. However, no statement is required to be given if there is no transaction between two quarters.
- (ii) Annual statement in “**Form PIT-A**”, as prescribed in Schedule II of all holdings in securities within 30 days from the end of the financial year.

Further All Directors/ Officers shall be required to forward following details of their securities transactions to the Company and the Stock Exchange where the securities are listed:

- (a) A statement in “**Form D**”, as prescribed in Schedule II, if the total number of shares or voting rights held and change in shareholding or voting rights, if there has been a change in such holdings of such person and his dependents from the last disclosure made under this sub-regulation, and the change exceeds Rs. 5 lakh in value or 50,000 shares or 1% of total shareholding or voting rights, whichever is lower within 2 working days of receipt of intimation of allotment of securities/acquisition/ sale of securities or voting rights as the case may be.

7.3 The compliance officer shall maintain a record of all the declarations given by All Directors/Officers /Designated Employees for a minimum period of three years.

7.4 The Compliance Officer shall place before the Managing Director/Chief Executive officer or a committee specified by the company, on a monthly basis all the details of dealing in the securities by Directors /Officers /Designated Employees and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this code.

8. Penalty for contravention of code of conduct

8.1 Any Directors/ Officer /Designated Employee who trades in securities or communicates any information for trading in securities in contravention of the code of conduct shall be subject to disciplinary action by the company, which may include wage freeze, suspension, and ineligibility for promotions and future participation/allotment in ESOPs.

8.2 The action by the company shall not preclude SEBI from taking action in case of violation of SEBI (Prohibition of Insider Trading), Regulations, 1992.

9. Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading), Regulations, 1992

9.1 In case it is observed that there has been a violation of SEBI (Prohibition of Insider Trading), Regulations, 1992, SEBI shall be informed by the company.



Schedule I

Form PIT-P

(Under clause 5.2 of Code for Prevention of Insider Trading)

To,
The Compliance Officer
Kanco Enterprises Limited

Date:

From: Name:
Designation:
Department:

Through: Departmental Head/Head of Office

With reference to the Code of Conduct for Prevention of Insider Trading of the Company, I, the undersigned, seek your approval to sell as a principal in _____ Equity Shares of the Company, aggregating in value Rs. _____

STATEMENT OF HOLDINGS AT THE TIME OF PRE-CLEARANCE

I. DETAILS OF SHAREHOLDING OF DIRECTOR/ OFFICER/ DESIGNATED EMPLOYEES HELD IN THEIR OWN NAME

Name	Designation	Department	No. of Shares Held (with Folio No/DP ID /Client ID)	Nature of Transaction for which approval is sought [Purchase /Sell/Others (Pls. Specify)]	No. of Shares to be dealt	Aggregate value of the Transaction (Rs.)

II. *DETAILS OF SHARES HELD BY DEPENDANTS

Name	Relationship	No. of Shares Held (with Folio /DP ID/Client ID)	Nature of Transaction for which approval is sought [Purchase/Sell /Others (Pls. Specify)]	No. of Shares to be dealt	Aggregate value of the Transaction (Rs.)

**I/We hereby declare that the shares to be sold have been held by me/us for a minimum period of 6 months.

Signature _____

**In case the sale of securities is necessitated by personal emergency, Director/ Officer / Designated Employees shall specify the reasons (if any).

Reasons



FOR OFFICE USE ONLY

PRE CLEARANCE ORDER

This is to inform you that your request for dealing in _____ (nos.) _____ Shares/
Debentures/Other Securities of the Company is approved. Please note that the said
transaction must be completed within 7 days from the date of this order.

For Kanco Enterprises Limited.

Date _____

Compliance Officer



Schedule II
UNDERTAKING

(Under clause 5.3 of code for prevention of insider trading)

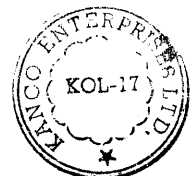
I, _____ (Name, Designation and Deptt.) of Kanco Enterprises Limited, residing at _____, desirous of dealing in _____ (nos.) of _____ Equity Shares/Pref. Shares/Debentures/Other Securities (Please specify) as mentioned in my application dated _____ for pre-clearance of the transaction.

As required by the Code of Conduct for Prevention of Insider Trading, I hereby state that

- (a) I have no access to nor do I have any information that could be construed as "Price Sensitive Information" as defined in the Code upto the time of signing this undertaking;
- (b) In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer Of the Same and shall completely refrain from dealing in the securities of the company until such information becomes public;
- (c) I have not contravened the provisions of the code of conduct for prohibition of insider trading as notified by the company from time to time;
- (d) I have made full and true disclosure in the matter.

Date:

Signature:



***FORM B**

(Under clause 7.1 of Code for Prevention of Insider Trading)

Details of shares held or positions taken in derivatives by Director or Officer or Designated Employee of a listed company and his dependents

To,
The Compliance Officer
Kanco Enterprises Limited

Date: _____

Name, PAN No. & Address of Director/Officer /Designated Employee	Date of assuming office of Director/ Officer/Designated employee	No. & % of Shares /voting rights held at the time of becoming Director /Officer/designated employee	Date of intimation to company	Mode of acquisition (market purchase/ public/ rights/ preferential offer etc.)	Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value

Signature: _____

Note: . The above table shall be applicable with suitable modifications to disclosures for position taken in derivatives also.
* This form is required to be submitted within 2 working days of joining/ appointment.



FORM PIT-Q

(Under Clause 7.2 (i) of the Code for Prevention of Insider Trading)

To,
The Compliance Officer
Kanco Enterprises Limited

Date: _____

I. QUARTERLY STATEMENT OF SHAREHOLDING OF DIRECTORS/ OFFICERS/ DESIGNATED EMPLOYEES

Name	Designation	Department	No. of Shares held on _____	No of Securities Bought during the Quarter	No of Securities sold during the Quarter	No. of Shares held on _____	Folio/ DP ID/Client ID

II. DETAILS OF SHARES HELD BY DEPENDANTS

Name	Relationship	No. of Shares held on _____	No of Securities Bought during the Quarter	No of Securities sold during the Quarter	No. of Shares held on _____	Folio/ DP ID/Client ID

I/We hereby declare that I/We have complied with the requirement of the minimum holding period of 6 months with respect of the shares sold.

Signature _____



FORM PIT-A

(Under reg. 7.2 (ii) of the Code for Prevention of Insider Trading)

To, _____
The Compliance Officer

Date: _____

ANNUAL DISCLOSURE

Name	Designation	Department	No. of Shares held on 1st of April, _____	No of Securities Bought during the Year	No of Securities sold during the Year	No. of Shares held on 31st of March, _____	Folio/ DP ID/Client ID

II. DETAILS OF SHARES HELD BY DEPENDANTS

Name	Relationship	No. of Shares held on 1st of April, _____	No of Securities Bought during the Year	No of Securities sold during the Year	No. of Shares held on 31st of March, _____	Folio/ DP ID/Client ID

I/We declare that the shares sold have been held by me/us for 6 months.
I/We further declare that the above disclosure is true and correct and is in accordance with the previous disclosure given to the company.

Signature _____



***FORM D**

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
 [Regulation 13(4) and (6)]

Regulation 13(4) — Details of change in shareholding by Director or Officer of a listed company and his dependents

Name, PAN No. & Address of Director /Officer/Designated Employee	No. & % of shares /voting rights held by the Director/ Officer	Date of receipt of Allotment advice/ acquisition/ sale of shares/voting rights	Date of intimation to company	Mode of acquisition (market purchase/ public/ rights/ preferential offer etc.)	No. & % of shares/post acquisition/ voting rights sale	Trading member through whom the trade was executed with SEBI registration No. of the TM	Exchange on which the trade was executed	Buy/sell quantity	Buy/sell value

