



KANCO ENTERPRISES LIMITED

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

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

This Code of Conduct may be known as KANCO ENTERPRISES LIMITED (KEL) Code of Conduct for Prohibition of Insider Trading (herein after referred to as the Code of Conduct).

This code has been made pursuant to Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulation, 2015 as amended from time to time and may be modified by the Board of Directors of the Company from time to time.

This Code has been designed to enhance the standards of governance and to comply with the amended Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 made effective from 15th May, 2015.

I. DEFINITIONS

1. **Act** means the Securities & Exchange Board of India Act, 1992 as may be amended from time to time.
2. **Board** means Board of Directors of the Company.
3. **Code** means this Code of Conduct for Prevention of Insider Trading including modifications made thereto from time-to-time.
4. **Company** means **Kanco Enterprises Limited**.
5. **Compliance Officer** - Company Secretary of Kanco Enterprises Limited unless any other senior officer, designated so and reporting to the board of directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of KTEL.

Explanation: - Financially literate shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

6. **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 a 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 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





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- 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 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) is also a partner; or
- l. a person sharing household or residence with a connected person specified in sub-clause (i);

7. Designated Employee means –

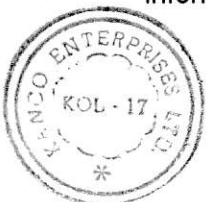
- (i) All Directors whether executive, non-executive or independent;
- (ii) Chief Executive Officer (CEO), Chief Financial Officer (CFO) and Company Secretary (CS);
- (iii) All employees of Finance, Accounts and Secretarial Department;
- (iv) All employees of General Manager cadre and above in all other Departments of the Company;
- (v) Such other employees as may be determined by the Board from time-to-time.

8. Designated Person

Designated employees, connected persons and any other person designated on the basis of their functional role as may be specified by the Board of Directors in consultation with Compliance Officer shall be the designated person for the purpose of this Code.

The board of directors or such other analogous authority shall in consultation with the compliance officer specify the designated persons to be covered by the code of conduct on the basis of their role and function in the organisation and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation and shall include: -

- (i) Employees of such listed company, intermediary or fiduciary designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors or analogous body;
- (ii) Employees of material subsidiaries of such listed companies designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors;
- (iii) All promoters of listed companies and promoters who are individuals or investment companies for intermediaries or fiduciaries;
- (iv) Chief Executive Officer and employees upto two levels below Chief Executive Officer of such listed company, intermediary, fiduciary and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;





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- (v) Any support staff of listed company, intermediary or fiduciary such as IT staff or secretarial staff who have access to unpublished price sensitive information.
9. **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.
10. **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.
11. **Insider** means any person who is:
- a connected person; or
 - in possession of or having access to unpublished price sensitive information.
12. **Internal controls** shall include the following:
- all employees who have access to unpublished price sensitive information are identified as designated employee;
 - all the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of these regulations;
 - adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by these regulations;
 - lists of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
 - all other relevant requirements specified under these regulations shall be complied with;
 - periodic process review to evaluate effectiveness of such internal controls.
13. **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;
14. **Proposed to be listed** shall include securities of an unlisted company:
- if such unlisted company has filed offer documents or other documents, as the case may be, with the Board, stock exchange(s) or registrar of companies in connection with the listing; or
 - if such unlisted company is getting listed pursuant to any merger or amalgamation and has filed a copy of such scheme of merger or amalgamation under the Companies Act, 2013;
15. **Relative** shall mean the following:
- spouse of the person;
 - parent of the person and parent of its spouse;
 - sibling of the person and sibling of its spouse;
 - child of the person and child of its spouse;
 - spouse of the person listed at sub-clause (iii); and
 - spouse of the person listed at sub-clause (iv)





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16. **Regulation** means Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations 2015 as amended from time to time.
17. **Securities** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof.
18. **Specified** means specified by the Board in writing.
19. **Takeover regulations** mean the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
20. **Trading** means and includes subscribing, redeeming, switching, buying, selling, pledging, dealing, or agreeing to subscribe, redeem, switch, buy, sell, pledge, deal in any securities, and trade shall be construed accordingly;
20. **Trading day** means a day on which the recognized stock exchanges are open for trading.
21. **Trading Window** means the period during which, trading in the Company's securities by insiders shall be permissible.
22. **Unpublished price sensitive information** means any information as defined under Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

II. INTERPRETATION

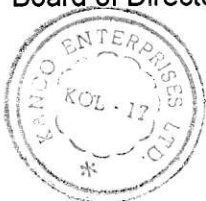
- 1) Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made there under shall have the meanings respectively assigned to them in those legislation.
- 2) This Code can be modified/amended/alterd only by Board of the Company. However, in case of any statutory modification or amendment or alteration of the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations 2015, the newly modified/amended/alterd provisions of the Regulation shall be deemed to be implemented in the Code immediately with effect from the date of the statutory notification for modification or amendment or alteration etc.

The amended code should be placed before the Board of the Company in the Board Meeting held immediately after the date of statutory notification for modification/amendment/alteration etc of the Regulation for noting.

III. CODE

1. REPORTING

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





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The Compliance Officer shall assist all employees in addressing any clarifications regarding the Regulations and the Company's Code of Code of Conduct.

2. PRESERVATION OF "PRICE SENSITIVE INFORMATION"

2.1 All information shall be handled within the Company on a need-to-know basis and no insider shall communicate, provide or allow access to any unpublished price sensitive information, relating to Company or its securities, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of his legal obligations.

2.2 No Person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to Company or securities, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

2.2.1 The Board of Directors of the Company shall make a policy for determination of "legitimate purposes" as a part of "Codes of Fair Disclosure and Conduct" formulated under regulation 8. Explanation – The term "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 these regulations.

2.3 An Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which would entail:- an obligation to make an open offer under the takeover regulations where the Board of Directors of the listed Company is of informed opinion that sharing of such information is in the best interests of the listed Company; or

- not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of the listed Company is of informed opinion that sharing of such information is in the best interests of the listed Company and the information that constitute unpublished price sensitive information 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 to be adequate and fair to cover all relevant and material facts.

However, 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 limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

2.4 Need to Know:

- (i) "need to know" basis means that Unpublished Price Sensitive Information 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 appearance of misuse of the information.





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- (ii) All non-public information directly received by any employee should immediately be reported to the Compliance officer.
- 2.5 Limited access to confidential information Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.
- 2.6 Disclosure of Unpublished Price Sensitive Information to any person other than mentioned in 2.1 above, shall be only with the prior approval of the Executive Directors or the CFO or the Compliance Officer of the Company recording the purpose and circumstances of such disclosure.
- 2.7 All Unpublished Price Sensitive Information received by any Employee should be reported to the head of his/her department.
- 2.8 The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared under this regulation along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.
- 2.9 The Board of Directors or head(s) of the organization 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.

3. TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION.

3.1 No insider shall trade in Securities of the Company that are listed/proposed to be listed on a stock exchange when in possession of unpublished price sensitive information:

Explanation- 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;
Provided that the insider may prove his innocence by demonstrating the circumstances including the following: -

- (i) 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 and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained under sub-regulation (3) of regulation 3 of these regulations.

Provided further that such off-market trades shall be reported by the insiders to the company within two working days. Every company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.





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(ii) the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained by either person under sub-regulation (3) of regulation 3 of these regulations.

(iii) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

(iv) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

(v) in the case of non-individual insiders: –

(a) 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

(b) 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;

(vi) the trades were pursuant to a trading plan set up in accordance with Clause 4 of these Regulations.

3.2 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.

3.3 The Board may specify such standards and requirements, from time to time, as it may deem necessary for the purpose of these regulations.

4. TRADING PLAN

4.1 An insider shall be entitled to formulate a trading plan for dealing in securities of the Company 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.

4.2 Trading Plan shall:

(i) not entail commencement of trading on behalf of the insider earlier than one hundred 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:

(i) either the value of trade to be effected or the number of securities to be traded;

(ii) nature of the trade;

(iii) either specific date or time period not exceeding five consecutive trading days;





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- (iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
 - a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
 - b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.
- (v) not entail trading in securities for market abuse.

- 4.3 The Compliance Officer shall review the Trading Plan to assess whether the plan would have any potential for violation of the 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.

- 4.4 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.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information.

- 4.5 If the insider has set a price limit for a trade under 4.2 (iv) the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

Further, the Insider shall also not be allowed to deal 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.

- 4.6 In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in 4.4(first proviso) or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

- (i) The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.





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(ii) Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.

(iii) The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.

(iv) In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.

Where the insider has set a price limit for a trade and due to adverse fluctuation in market prices, the price of the security is outside the price limit set by the insider, the trade shall not be executed. However, if the insider wishes to trade irrespective of the fluctuation in market price, he may not set any price limit at the time of formulation of the trading plan.

4.6 The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

5. TRADING WINDOW AND WINDOW CLOSURE

5.1 (i) The trading period, i.e. the trading period of the stock exchanges, called "trading window", is available for trading in the Company's securities.

(ii) The trading window shall be, inter alia, from the end of every quarter till 48 hours after the unpublished price sensitive information is published.

(iii) When the trading window is closed, the Designated Persons shall not trade in the Company's securities in such period.

(iv) All Designated Persons shall trade in the securities of the Company only in a valid trading window and shall not deal in any trade of the Company's securities during the periods when the trading window is closed, as referred to in Point No. (ii) above or during any other period as may be specified by the Company from time to time.

(v) In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.

5.2 The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company 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.





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- 5.3 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 forty-eight hours after the information becomes generally available.
- 5.4 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.
- 5.5 The Trading Window may not be closed, for the unpublished price sensitive information not emanating from within the Company.

6. PRE-CLEARANCE OF TRADES

- 6.1 When the trading window is open, any Designated Person shall trade in Securities of the Company subject to pre-clearance by the Compliance Officer if the value of the proposed trades is above a minimum threshold limit of Rs. 10,00,000/- (Rupees Ten Lakh) (in a single transaction and/or in series of transactions) in value in any calendar quarter or such other limits as the Board may stipulate. However, no Designated Person shall be entitled for pre-clearance of any proposed trade if such Designated Person is in possession of UPSI even if the trading window is not closed.
- 6.2 Designated Person who proposes to execute trade in Securities of the Company shall submit an application duly filled and signed to the Compliance Officer. The format of application is annexed as Annexure 1.
- 6.3 Prior to approving any trades, the Compliance Officer shall seek declarations to the effect that the applicant for pre-clearance is not in possession of any UPSI. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- 6.4 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.
- 6.5 The Compliance Officer shall approve / reject pre-clearance application within four days in Annexure 2.
- 6.6 Designated Person shall execute pre-cleared trade within seven trading days from approval and shall report his trade details to Compliance Officer in Annexure 3 within 2 trading days from the trade. In case non-trading, Designated Person shall report his decision of nontrading along with reasons to Compliance Officer in Annexure 3.
- 6.7 In case of failure in executing trade within seven trading days, Designated Person shall be required to take fresh pre-clearance for the trades to be executed in Annexure 1.





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6.8 Designated Person who is permitted to trade shall not execute a trade within next six months from previous transaction. The Compliance Officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing without violating the Regulations. If contra trade is 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 Securities and Exchange Board of India for credit to the Investor Protection and Education Fund.

7 DISCLOSURES BY CERTAIN PERSONS

A. Initial Disclosures of holdings

Every Promoter, Key Managerial Personnel and Director of the Company shall disclose his/her holding of securities of the Company as on the date of these regulations taking effect in Form A to the Compliance Officer within thirty days of these Regulations taking effect.

Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or member of the promoter group shall disclose (as per Form B) his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven (7) days of such appointment or becoming a promoter.

B. Continual Disclosures of trades

Every promoter or member of the promoter group, designated person and director of the Company shall disclose to the Company (in Form C) the number of such securities acquired or disposed of within two (2) 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 Rs.10,00,000/- (Rupees Ten lakh) or such other value as may be specified; The Company shall within a period of two (2) trading days from the date of receipt of such disclosures, inform the Stock Exchange(s) particulars of such trading. Further the Company shall also inform to the stock exchange(s) about the disclosure of the incremental transactions when the transaction effected after any disclosure made under above para.

C. Disclosures by other connected persons.

The Company may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company (in Form D) and at such frequency as may be determined by the Company in order to monitor compliance with these regulations.

D. Annual statements of all holdings of Directors, Key Managerial Personnel and Employees and their immediate relatives in Securities of the Company as on 31st March of each year shall be furnished to the Compliance Officer by the 7th of next month in Form E.

E. Disclosure pursuant to Regulation 9(1) & Schedule B of the SEBI (Prohibition of Insider Trading) Regulations, 2015, shall be made within 30 days from the close of each financial year. Designated Persons shall be required to disclose names and Permanent Account Number or any other identifier authorised by law of the following persons to the Company as on 31 March, on an annual basis and as and when the following information changes within 30 days of the close of each Financial Year in Annexure 4:

a) Immediate relatives





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- b) persons with whom such designated person(s) shares a material financial relationship
- c) Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and name of their past employers shall also be disclosed on a one time basis.

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

8. PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT

- 8.1 Any Designated Person who contravenes the Code of Conduct shall be penalised and shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension etc.
- 8.2 The Company shall promptly inform Securities and Exchange Board of India regarding any violation of the Code of Conduct.
- 8.3 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.
- 8.4 It is mandated to transfer the amount collected for violation of the Code of Conduct as constituted in terms of Regulation 9 of the PIT Regulations to the Investor Protection and Education Fund administered by the Board under the SEBI Act.
- 8.5 The Company will have to promptly inform the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by the Board from time to time instead of the existing stipulation to inform the Board (SEBI) rather.

9. APPLICABILITY OF THE CODE TO CERTAIN PERSONS

The Regulations apply to certain persons who by being in any contractual, fiduciary or employment relationship or holding any position including a professional or business relationship with the Company whether temporary or permanent have access, directly or indirectly, to unpublished price sensitive information or are reasonably expected to allow such access. They are advised to adhere to the Regulations strictly. In case it is observed by such persons required to formulate a code of conduct under sub-regulation (1) to sub regulation (4) of regulation 9, that there has been a violation of these Regulations, they shall inform SEBI promptly, with a copy to the Company.

Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

10. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING

- (i) The Chief Executive Officer, Managing Director or such other analogous person of the Company, intermediary or fiduciary shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading.
- (ii) The Board of Directors of every listed company and the Board of Directors or head(s) of the organisation of intermediaries and fiduciaries shall ensure that the Chief Executive Officer or the





KANCO ENTERPRISES LIMITED

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

Managing Director or such other analogous person ensures compliance with regulation 9 and sub-regulations (1) and (2) of this regulation.

- (iii) The Audit Committee of the Company or other analogous body for intermediary or fiduciary shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

11. INFORMATION IN CASE OF VIOLATION

An "Informant" is any individual who voluntarily provides Original Information to SEBI relating to any violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur.

Voluntarily providing information means the voluntarily submission of information to SEBI not being at the instance of SEBI, Central or State authorities or any other authority.

"Original Information" is defined as "any relevant information submitted in accordance with the Regulations pertaining to any violation of insider trading laws that is:

- a. derived from the independent knowledge and analysis of the Informant;
- b. not known to the SEBI from any other source, except where the Informant is the original source of the information;
- c. is sufficiently specific, credible and timely to -(1) commence an examination or inquiry or audit, (2) assist in an ongoing examination or investigation or inquiry or audit, (3) open or re-open an investigation or inquiry, or (4) inquire into a different conduct as part of an ongoing examination or investigation or inquiry or audit directed by the SEBI;
- d. not exclusively derived from an allegation made in a judicial or administrative hearing, in a Governmental report, hearing, audit, or investigation, or from the news media, except where the Informant is the original source of the information;
- e. not irrelevant or frivolous or vexatious; and
- f. information which does not in the opinion of the SEBI add to the information already possessed by the SEBI is not original information."

The Compliance Officer shall inform the Board and SEBI immediately, cases of any violation of the Regulations / Code so that appropriate action may be taken.

- a. Any individual can be an informant who voluntarily submits to the SEBI a voluntary information disclosure form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur in a manner provided. The informant should submit the information in the form prescribed in Annexures.
- b. Employee who reports any alleged violations of insider trading laws in accordance with the Informant mechanism introduced vide SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 dated 17 September 2019, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination whether the information is considered or rejected by SEBI or he or she is eligible for a Reward under these regulations, by reason of:
 - i. filing a Voluntary Information Disclosure Form under these regulations;





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- ii. testifying in, participating in, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by SEBI; or
- iii. breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with SEBI in any manner.

Explanation 1 – For the purpose of this provision "employee" means any individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under these regulations and is a director, partner, regular or contractual employee, but does not include an advocate.

Explanation 2 – Nothing in this regulation shall require the employee to establish that,- i) SEBI has taken up any enforcement action in furtherance of information

provided by such person; or ii) The information provided fulfils the criteria of being considered as an Original Information under these regulations.

- c. Nothing in these regulations shall prohibit any Informant who believes that he or she has been subject to retaliation or victimisation by his or her employer, from approaching the competent court or tribunal for appropriate relief.
- d. Notwithstanding anything contained in sub-regulation (2), any employer who violates this Chapter may be liable for penalty, debarment, suspension, and/or criminal prosecution by SEBI, as the case may be: Provided that nothing in these regulations will require the SEBI to direct reinstatement or compensation by an employer.
- e. Nothing in these regulations shall diminish the rights and privileges of or remedies available to any Informant under any other law in force.

12. AMENDMENTS

Any subsequent amendment / modification in the Listing Regulations or the Act or any other governing Act / Rules / Regulations or re-enactment, impacting the provisions of this Policy, shall automatically apply to this Policy and the relevant provision(s) of this Policy shall be deemed to be modified and / or amended to that extent, even if not incorporated in this Policy.



[Handwritten signature]

The Code was adopted in the meeting held on 14th May, 2015 and subsequently amended on 14th November, 2015, 29th March, 2017, 11th February, 2019, 10th February, 2020, 9th September, 2020, 11th February, 2021, 9th August, 2024, 19th December, 2024, 30th May, 2025

VOLUNTARY INFORMATION DISCLOSURE FORM

I. PERSONAL INFORMATION OF THE INFORMANT

A. INDIVIDUAL

Last Name:..... First Name:..... Title:.....

Address: City / State: PIN: Telephone (with State Code):

Mobile: E-Mail address: Employment Details*:

Permanent Account Number, if available:

II. B. LEGAL REPRESENTATIVE (where applicable)

Last Name:..... First Name:..... Title:.....

Firm Name (if not self-employed):

Contact address :

City / State: PIN:

Residence address:

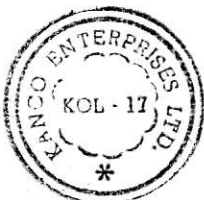
City / State: PIN: Telephone (with State Code):

Mobile: E-Mail address:

Bar Council Enrolment Number:

III SUBMISSION OF ORIGINAL INFORMATION

1. Is it a violation of securities laws? Yes / No
2. If yes to question (1), please describe the type of violation:
3. Has the violation: Occurred / Occurring / Potential to occur in future
4. If the violation has occurred, date of occurrence: (dd/mm/yy)
(in case exact date is not known, an approximate period may be entered)
5. Have the individual(s) or their representatives had any prior communication(s) or representations with the Board concerning this matter? Yes (Details thereof) / No
6. Does this violation relate to an entity of which the individual is or was an officer, director, counsel, employee, consultant or contractor? Yes (Details thereof) / No
7. If yes to question (6), was the original information submitted first to your Head or internal legal and compliance office? Yes / No
8. If yes question (7), then please provide, Date of submission of original information:
9. What facts or supporting material is your allegation based on? Please attach any additional documents to this form, if necessary.
10. Identify any documents or other information in your submission that you believe could reasonably be expected to reveal your identity and explain the basis for your belief that your identity would be revealed if the documents were disclosed to a third party.
11. Provide details of connection amongst the Informant, the company whose securities are involved and the person against whom information is being provided:



IV. DECLARATION

I/we hereby declare that,-

- A. I/we have read and understood the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- B. I/we accept that mere furnishing of information by me/us does not by itself confer on me/us right to get reward and that I/we may not get any Reward at all. I/we would be bound by the decisions that the authority competent to grant reward may take;
- C. I/we accept that the Securities and Exchange Board of India is under no obligation to enter into any correspondence regarding action or inaction taken as a result of my/our information.
- D. I/we accept that the reward would be an ex-gratia payment which, subject to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, shall be granted at the absolute discretion of the competent authority. The decision of the authority shall be acceptable to me/us and I/we shall not challenge it in any litigation, appeal, adjudication, etc.
- E. In the event of my/our death before the reward us paid to me/us, it may be paid to (Details of nominee)
- F. I/we declare that the information contained herein is true, correct and complete to the best of my/our knowledge and belief and not obtained from the categories of persons indicated in sub-regulation (2) and sub- regulation (6) of regulation 7G of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and agree to indemnify the Board in case it is not so found. I/we fully understand that I/we may be subject to action under securities laws as well as Section 182 of the Indian Penal Code, 1860 (45 of 1860) and ineligible for Reward if, in my/our submission of information or in any other dealings with the Board, I/we knowingly and wilfully make any false, fictitious, or fraudulent statements or representations, or use any false writing or document knowing that the writing or document contains any false, fictitious, or fraudulent statement.

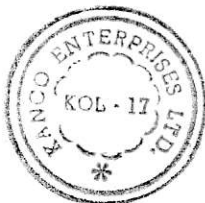
Signature:..... Date:..... Place:.....

V. CERTIFICATE BY LEGAL REPRESENTATIVE (where the information is submitted through legal representative)

I hereby certify as follows,-

- (a) I have reviewed the completed and signed Voluntary Information Disclosure Form for completeness and accuracy and the information contained therein is true, correct and complete to the best of my knowledge;
- (b) I have irrevocable consent from the Declarant, to provide to the Securities and Exchange Board of India, the original Voluntary Information Disclosure Form in the event of a request for it from the Securities and Exchange Board of India due to concerns that the Informant has not complied with these regulations or where the Securities and Exchange Board of India requires the said information for the purpose of verification for declaring any gratuitous reward to the Informant or where the Securities and Exchange Board of India determines that it is necessary to seek such information to accomplish the purpose of the Securities and Exchange Board of India Act including for the protection of investors, sharing with foreign securities regulators and foreign and Indian law enforcement agencies, etc.;
- (c) I am and shall continue to be legally obligated to provide the original Voluntary Information Disclosure Form without demur within seven (7) calendar days of receiving such request from the Securities and Exchange Board of India.

Signature:.....
Date:
Place:



Report by (Name of the listed company/ Intermediary/Fiduciary) for violations related to Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015.

Schedule B read with Regulation 9 (1) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Sr. No.	Particulars	Details
1	Name of the listed company/ Intermediary/Fiduciary	
2	Please tick appropriate checkbox Reporting in capacity of : <input type="checkbox"/> Listed Company <input type="checkbox"/> Intermediary <input type="checkbox"/> Fiduciary	
3	A. Details of Designated Person (DP)	
	i. Name of the DP	
	ii. PAN of the DP	
	iii. Designation of DP	
	iv. Functional Role of DP	
	v. Whether DP is Promoter or belongs to Promoter Group	
	B. If Reporting is for immediate relative of DP	
	i. Name of the immediate relative of DP	
	ii. PAN of the immediate relative of DP	
	C. Details of transaction(s)	
	i. Name of the scrip	
	ii. No of shares traded and value (Rs.) (Date- wise)	
	D. In case value of trade(s) is more than Rs.10 lacs in a calendar quarter	
	i. Date of intimation of trade(s) by concerned DP/director/promoter/promoter group to Company under regulation 7 of SEBI (PIT) Regulations, 2015	
ii. Date of intimation of trade(s) by Company to stock exchanges under regulation 7 of SEBI (PIT) Regulations, 2015		
4	Details of violations observed under Code of Conduct	
5	Action taken by Listed company/ Intermediary/ Fiduciary	
6	Reasons recorded in writing for taking action stated above	



7	Details of the previous instances of violations, if any, since last financial year	
8	If any amount collected for Code of Conduct violation(s)	
	i. Mode of transfer to SEBI - IPEF (Online/Demand Draft)	
	ii. Details of transfer/payment In case of Online:	
	Particulars	Details
	Name of the transferor	
	Bank Name, branch and Account number	
	UTR/Transaction reference Number	
	Transaction date	
	Transaction Amount (in Rs.)	
	In case of Demand Draft (DD):	
Particulars	Details	
Bank Name and branch		
DD Number		
DD date		
DD amount (in Rs.)		
9	Any other relevant information	

Yours faithfully,

Date and Place

Name and Signature of Compliance Officer PAN:
Email ID:



Application cum Undertaking for Pre-clearance

Date:

To,
The Compliance Officer,
Kanco Enterprises Limited,
Jasmine Tower, 3rd Floor,
31, Shakespeare Sarani,
Kolkata- 700017

Sub: Application for Pre-dealing in securities of the Company

Dear Sir / Madam,

With reference to Code of Practices Procedure and Conduct to Regulate, Monitor and Report Trading by Insiders, I _____, _____ (Designation & Dept.) of the Company, would like to purchase / sale _____ equity shares of the Company as per details given below:

Sr. No.	Particulars	
1.	No. of Securities held as on application date	
2.	DP & Client ID / Folio No.	
3.	No./Value of Securities to be purchased / sold	
4.	Name of person who proposed to trade	

I hereby declare that I am not in possession of any UPSI.

In the event that I have access to or received any UPSI, after the signing of this application but before executing trade for which approval is sought, I shall inform the Compliance Officer about the same and shall completely refrain from dealing in the Securities until such UPSI becomes publicly available. Thereafter I will submit fresh application for executing a trade.

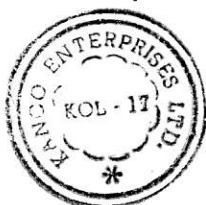
I also hereby declare that I have not contravened any provision of the Code of Conduct.

Further I undertake to submit report on trade within 2 days from date of execution of trade or submit a 'Nil' report if no trade was executed.

After approval, I shall execute a trade within 7 trading days from of the receipt of approval trade failing which I shall seek pre-clearance again.

Your faithfully,

Signature : _____
(Name of Designated Person)



Approval / Rejection of Pre- Clearance

Date:

To,
Name:
Designation:

Dear Sir / Madam,

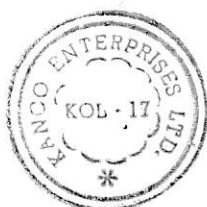
With reference to your Application cum Undertaking for Pre-clearance dated _____, we would like to inform you that your application to purchase / sale _____ equity shares of the Company is hereby approved / rejected. Now, you can execute your trade within 7 trading days i.e. _____. Further, you are required to submit a report your trade details within two trading days from trade. Or In case, no trade was executed, you are required to submit a 'Nil' report.

In case, you do not execute a trade before _____, you shall submit a fresh pre-clearance application before executing any transaction in the Securities of the Company.

Thanking you,

Yours faithfully,
For Kanco Enterprises Limited.

Compliance Officer



Reporting of Trade / Transaction

To,
The Compliance Officer,
Kanco Enterprises Limited,
Jasmine Tower, 3rd Floor,
31, Shakespeare Sarani,
Kolkata- 700017

Dear Sir / Madam,

According to approval of pre-clearance dated _____, I have executed a trade / transaction on _____ (date). The detail of said trade / transaction is as under: -

Name of Holder	No. of Securities purchased / sold	Average Gross Price per Securities (in Rs.)	DP ID & Client ID / Folio No.

Further I enclose herewith copy of Contract Note for your ready reference.

I declare that the above information is correct and that no provision of the Code of Conduct has been violated while executing aforesaid trade / transaction.

I also declare that I have complied with the requirements of minimum period of 6 months for entering into an opposite transactions in respect of said Securities.

Or

According to approval of pre-clearance dated _____, I have not executed a trade / transaction due to _____ (reason of non-trading).

I will take fresh pre-clearance for trades as and when I propose to trade in Securities of the Company.

Signature : _____

Name:

Designation:



To,

Kanco Enterprises Limited

Pursuant to the Regulation 9(1) & Schedule B of the SEBI (Prohibition of Insider Trading) Regulations, 2015, I, hereby submit the following information:

1. Name of the Designated Person:
2. PAN of the Designated Person:
3. Mobile no. of the Designated Person:
4. Educational Institution (Graduation):
5. Details of past employers:
6. Information about person with whom Designated Person shares a material financial relationship (please refer Note 1 below)

<u>Name</u>	<u>Relation</u>	<u>PAN/ other identification no.</u>	<u>Contact no.</u>
NIL			

7. Information about immediate relatives who is either dependent financially or consults in taking decisions relating to trading in securities

<u>Relation</u>	<u>Name</u>	<u>PAN/ other identification no.</u>	<u>Contact no.</u>
Spouse			
Father			
Mother			
Brother			
Sister			
Son (including step-son)			
Daughter (including step-daughter)			

Note 1: The term "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 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.

Date:
Place:

Signature: _____
Name:



Annual Disclosure by Designated Person(s) and upon change in the details previously submitted

To
The Compliance Officer
Kanco Enterprises Limited

Details of Designated Person(s)

Name of Designated Person	Category of Designated Person (Promoters/ member of Promoter Group/ KMP / Directors/ Employee)	PAN No. / if PAN No. is not available- Passport No. or any other identifier authorised by Law	List of Contact nos. used by Designated person	Securities held as on 31 st March,	
				Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.
1	2	3	4	5	6

Details of Immediate Relatives:

Names of Immediate Relatives	PAN No. of Immediate Relatives / if PAN No. is not available- Passport No. or any other identifier authorised by Law	List of Contact nos. used by Immediate Relatives	Securities held by Immediate Relatives as on 31 st March,	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.
1	2	3	4	5

Other Prescribed Details:

Names of Person(s) with whom Designated Person shares a "Material Financial Relationship"	PAN No. of Person(s) with whom Designated Person shares a "Material Financial Relationship" / if PAN No. is not available- Passport No. or any other identifier authorised by Law	List of Contact nos. used by Person(s) with whom Designated Person shares a "Material Financial Relationship"
1	2	3

Note: "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 during the immediately preceding 12 (twelve) months, equivalent to atleast 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

I hereby affirm that, I am aware of the provision(s) of the 'Code' and there was no non-compliance during the financial year

Date:
Place:

Signature: _____
Name:

