

CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

(Approved by Board of Directors at their meeting held on 26th February, 2026)

1. INTRODUCTION:

Shayona Engineering Limited (**"the Company"**) is a public company whose equity shares are listed on BSE Limited and subject to the rules and regulations issued by the Securities and Exchange Board of India (SEBI).

The Board of Directors of the Company have adopted this Code of Conduct for Prevention of Insider Trading in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (**"SEBI Regulations" or "Regulations"**).

The SEBI Regulations prohibit an Insider from Trading in the securities of a company listed on any stock exchange on the basis of any unpublished price sensitive information (**"UPSI"**).

Insider trading means trading in securities of a Company by insiders to the company having access to UPSI. Such trading is a civil as well as criminal wrong in violation of the fiduciary or contractual obligations of the insider. It erodes the confidence of investors in the fairness and integrity of the securities markets.

Unpublished Price Sensitive Information means any information, which relates directly or indirectly, to the Company or its securities, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities of the Company.

"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.

UPSI includes, without limitation, information relating to:

1. Financial results, financial condition, projections or forecasts of the Company;
2. Dividends (both interim and final);
3. Change in capital structure;
4. Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business] and such other transactions;
5. Changes in the Board of Directors or Key Managerial Personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
6. change in rating(s), other than ESG rating(s);
7. fund raising proposed to be undertaken;

8. agreements, by whatever name called, which may impact the management or control of the company;
9. fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
10. resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
11. admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
12. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
13. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
14. outcome of any litigation(s) or dispute(s) which may have an impact on the company;
15. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business; and
16. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Provided that for identification of an event as UPSI, the materiality guidelines under SEBI LODR (Listing Obligations and Disclosure Requirements) – Schedule III shall apply.

The SEBI Regulations prohibit the communication of UPSI to any person except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. Further, procuring any person to trade in securities on the basis of UPSI, or trading while in possession of UPSI, is also prohibited. Violations of the SEBI Regulations and securities laws subject Insiders to severe penalties, including fines and imprisonment.

The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws, regulations and Code of Conducts. Every director, officer, employee of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of their association with the Company.

In furtherance to mandates under SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**Regulations**”) and applicable provisions of the Companies Act, 2013 the Company hereby notifies this code of conduct (“**Code**” or “**Code of Conduct**”). It is framed to achieve the above mentioned objectives and is to be followed by all Directors, Designated Employees/Persons and

connected persons.

1. Rules

The rules shall be called 'Rules for Trading in the securities of Shayona Engineering Limited by an Insider' ("**Rules**"). These Rules shall come into force with immediate effect.

2. Definitions

- a) "**Act**" means the Securities and Exchange Board of India Act, 1992;
- b) "**Board**" means the Board of Directors of the Company;
- c) "**Company**" means Shayona Engineering Limited;
- d) "**Compliance Officer**" means an Officer as defined under Regulation 2(1)(c) of the Regulations;
- e) "**Connected Persons**" has same meaning as assigned under the Regulation 2(1)(d) including following:
 - e.1 A Director of the Company;
 - e.2 A Key Managerial Personnel of the Company;
 - e.3 An Officer / Employee of the Company;
 - e.4 Any person who is or has been 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 or fiduciary or employment relationship at any time in the six month period prior to the date of determining whether that person, as a result of such relationship, was, directly or indirectly, allowed access to UPSI or reasonably expected to be allowed access to UPSI;
 - e.5 Any person 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, (i) allows access to UPSI or (ii) is reasonably expected to allow access to UPSI;
 - e.6 The persons enumerated below shall be deemed to be Connected Persons if such person has access to UPSI or is reasonably expected to have access to UPSI :-
 - e.7.i A Relative of Connected Persons; or
 - e.7.ii A holding company or associate company or subsidiary company; or
 - e.7.iii An intermediary as specified in section 12 of the SEBI Act or an employee or director thereof; or
 - e.7.iv An investment company, trustee company, asset management company or an employee or director thereof; or
 - e.7.v An official of a stock exchange or of clearing house or corporation; or
 - e.7.vi 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
 - e.7.vii 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

- e.7.viii An official or an employee of a self-regulatory organization recognized or authorized by the SEBI; or
- e.7.ix A banker of the Company; or
- e.7.x 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 percent of the holding or interest; or
- e.7.xi a firm or its partner or its employee in which a connected person specified in e.4 and e.5 is also a partner; or
- e.7.xii a person sharing household or residence with a connected person specified in e.4 and e.5;

f) **“Designated Persons”**

The term “designated person” shall consist of, Connected Persons who are:

- f.1 Promoters of the Company;
- f.2 Directors of the Company and its subsidiaries;
- f.3 All employees in the grade of Managers and above;
- f.4 All employees who are head of the Department in the Company;
- f.5 All employees or other Connected Persons (including consultants, advisors, or any other persons) who, by virtue of their role or position, are in possession of or have access to UPSI (irrespective of their seniority or functional title);
- f.6 All employees in the Finance and Accounts Department, Corporate Planning Department, Legal Department, Secretarial Department, above the rank Deputy Manager
- f.7 All employee working in the Office of Managing Director or any other Executive Director of the Company;
- f.8 All employees working for or in the office of Non-Executive Director who are receiving unpublished price sensitive information;
- f.9 All other persons as prescribed under Regulations;
any other officers or employees as may be identified by the Compliance Officer in consultation with the Managing Director of the Company, from time to time.
- f.10 Relatives of (a) to (b) above;

g) **Director**

“Director” shall have the meaning assigned to it under the Companies Act, 2013.

h) **Immediate Relative**

“Immediate Relative” of a person means a spouse, or the parent, sibling or child of that person or his or her spouse, if they are either dependent financially on such person or consult such person in taking decisions relating to Trading in securities.

i) **“Insider”** means any person who is,

- i.1 A “Connected Person”, or
- i.2 In possession of or having access to such unpublished price sensitive information either by virtue of legitimate purpose or otherwise.

j) Key Managerial Personnel

“Key Managerial Personnel” shall have the meaning assigned to it under the Companies Act, 2013.

k) Legitimate Purpose

“Legitimate Purpose” shall mean sharing of UPSI in the ordinary course of business or on a need-to-know basis. The Company may share the UPSI if required in the interest of the Company.

Legitimate Purpose shall *interalia* include sharing of UPSI on need to know basis 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 the Regulations.

In following cases which are illustrative in nature, sharing of UPSI would be considered as legitimate purpose:

- i. For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law;
- ii. Under any proceedings or pursuant to any order of courts or tribunals;
- iii. As part of compliance with applicable laws, regulations, rules and requirements;
- iv. Arising out of any contractual obligations or arrangement entered by the Company set forth in any contract, agreement, arrangement, settlement, understanding or undertaking;
- v. Arising out of business requirement including requirement for the purposes of promoting the business and Strategies of business. Which may requires sharing of information with Promoters and Promoters in turn with their Promoters on need to know basis.

l) Officer

“Officer” shall have the meaning assigned to it under the Companies Act, 2013.

m) Promoter

“Promoter” shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

n) Relative

“Relative” means, in relation to a person, the spouse, parents of the person, parents of the spouse, siblings of the person, siblings of the spouse, children of the person, children of the spouse, and the spouse of each of these aforementioned family members.

o) Securities

“Securities” shall have the meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 or any modification thereof except units of a mutual fund.

p) **Trading**

“Trading” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly.

q) **Trading Day**

“Trading Day” means a day on which the recognized stock exchanges are open for trading;

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

3. Applicability

This Code applies to:-

3.1 All securities issued by the Company, including its common stock, preferred stock, warrants and options to purchase common stock, and any other type of security that the Company may issue or that relate to the Company's securities, such as debt or other derivative securities and

3.2 All domestic and international employees of the Company, including all officers, all members of the Board and any other persons that the Board determines should be subject to this Code, such as contractors or consultants who have access to material non-public information about the Company (each, a "**Covered Person**").

4. Preservation of "Price Sensitive Information"

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

Explanation:

"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.

4.2 All non-public information directly received by any employee should immediately be reported to the head of the department.

Limited access to confidential information

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

5. Prohibition on communicating or procuring UPSI

5.1 No Insider shall communicate, provide, or allow access to UPSI to any person, except where such communication is in furtherance of legitimate purposes, performance of duties or

discharge of legal obligations. Similarly, no person shall procure from an Insider UPSI, except for the permitted purposes mentioned.;

5.2 Provided that nothing contained above shall be applicable when an UPSI is communicated, provided, allowed access to or procured:

5.2.i in furtherance of legitimate purposes, performance of duties or discharge of legal obligations pursuant to appropriate confidentiality and non-disclosure agreements being executed;

Provided that, the Insider shall conduct the following steps while sharing UPSI:

- i. Satisfy that information is UPSI and sharing is for legitimate purpose
- ii. Identify the persons with whom the information is to be shared.
- iii. Notify the recipient that UPSI is being shared and enter into a confidentiality/non-disclosure agreement.
- iv. Mode of sharing UPSI shall be either by an email (address directly to the insider without copying) or hard copy or any other electronic mode or device or provide access to the information, data, server with acknowledgement.
- v. Maintain names of the persons along with PAN (or any other identifier where PAN is not available) with whom information is shared. The database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. This database shall be kept confidential; or

5.2.ii in the event the Board of Directors of the company direct or cause the public disclosure or sharing of such information of UPSI is in the best interest of the Company; or

5.2.iii within a group of persons if such persons have been identified and secluded within a "Chinese wall" or information barrier by the Compliance Officer from the rest of the Company for a particular purpose or for a specified period of time in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, and are subjected to, among other conditions, additional confidentiality obligations, information barriers designed to prevent exchanges of UPSI outside the "Chinese wall", and the execution of an undertaking by such persons to abstain and / or forego Trading during such seclusion or till the UPSI no longer constitutes UPSI.

5.2.iv The Board shall require the parties to execute agreements to contract confidentiality and nondisclosure 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.

5.2.v The Compliance Officer may require any person having contractual or fiduciary relation with the Company to formulate policies to safely handle unpublished price sensitive information relating to the securities of the Company.

- 5.2.vi The Company while dealing with any market intermediary, client, agent or any other person, who is required to handle unpublished price sensitive information shall ensure that such person has formulated a code of conduct as per the requirements of the Regulations.

Provided further that, the board of directors shall ensure that a **Structured Digital Database** (“SDD”) is maintained by the Company, containing details of all persons (including their names, PAN or other unique identifier authorized by law) with whom UPSI is shared, along with the Permanent Account Number (PAN) or other identifier (where PAN is not available) of such persons. The SDD shall be maintained with adequate internal controls and checks such as time-stamping and audit trails to ensure the non-tampering of the database. In respect of UPSI not originating from within the Company (for example, information received from external sources about the Company), an entry shall be made in the structured digital database within 2 (two) calendar days of receipt of such information.

6. Prohibition on Insider Trading

No Insider shall, directly or indirectly:-

- 6.1 trade in the securities of the Company when in possession of UPSI. In other words, an Insider who is in possession of UPSI shall abstain from trading in the Company’s securities until such UPSI becomes generally available.;
- 6.2 trade in the securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI. (Refer to the Trading Window norms in this Code)..

Provided the restriction in 6.1 above shall not apply to:

- i. Off-market inter-se transfers between Insiders who were in possession of the same UPSI, without violating this Code, and both parties had made an informed trade decision (such as transfers between Promoters); or
- ii. Trades executed pursuant to a Trading Plan which has been approved and disclosed in accordance with this Code (see “Trading Plan” section below).

7. Trading Window and Window Closure

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

The Compliance Officer shall notify a 'trading window' during which the Designated Persons may Trade in the Company’s securities after securing pre-clearance from the Compliance Officer in accordance with these Rules.

The Trading Window shall be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons is likely to be in possession of UPSI. In any case, the Trading Window should be closed at least 7 days prior to and during the time when UPSI is unpublished. By way of illustration, the Trading Window will generally be closed (at a minimum) in advance of and during the following events or periods: -

- Financial results, financial condition, projections or forecasts of the Company;
- Dividends (both interim and final);
- Change in capital structure;
- Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
- Changes in the Board of Directors or Key Managerial Personnel; and

Provided that, trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results.

Provided further that, for unpublished price sensitive information not emanating from within the Company (i.e., information originating externally about the Company), the Trading Window may not be closed. In such cases, since the information is typically required to be disclosed by the Company within a short time (often within 24 hours of receipt) under regulatory requirements, the closure of the trading window is optional. However, Designated Persons in possession of such external UPSI are still prohibited from trading until the information is generally available, even if the window is not formally closed.

The Compliance officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than **48** (forty-eight) hours after the information becomes generally available.

Designated Persons and their Relatives shall not, either directly or through their advisors including investment managers, brokers, or other persons trading for or on behalf of their account, Trade in Securities when the trading window is closed.

The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

8. Pre-Clearance of Trades

- 8.1** Designated Persons may Trade in the securities of the Company when the trading window is open, after obtaining approval of the Compliance Officer by submitting an application as per **Annexure I** and an undertaking as per **Annexure II**.
- 8.2** The Compliance Officer shall not approve any proposed Trade by Designated Person if the Compliance Officer determines that such Designated Person is in possession of UPSI even though the trading window is open.
- 8.3** The Compliance Officer may, after being satisfied that the application and undertaking are true and accurate, approve Trading by a Designated Person, on the condition that the Trade so approved shall be executed within seven trading days following the date of approval.
- 8.4** The Designated Person or the relative shall, within two days of the execution of the Trade, submit the details of such Trade to the Compliance Officer as per **Annexure III**. In case the transaction is not undertaken, a report to that effect shall be filed in the said form within 2 (two) Trading days from the expiry of 7 (seven) Trading Days.

8.5 If the pre-cleared Trade is not executed within 7 (seven) trading days after the approval is given, the Designated Person must secure pre-clearance of the transaction again from the Compliance Officer of the Company.

8.6 A Designated Person who Trades in securities without complying with the pre-clearance procedure as envisaged in these Rules or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to the penalties as envisaged in these Rules.

9. Trading Plans

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. The Compliance Officer shall only approve a Trading Plan in accordance with the applicable provisions of the Regulations and these Rule.

10. Disclosure requirements

- 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 his holding 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. Form B set out in Annexure IV.
- Continual Disclosures.
 - I. Every promoter, member of the promoter group, designated person and director of the company shall disclose to the company the number of such securities acquired or disposed of within 2(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 10 (ten) lakh rupees or such other value as may be specified;
 - II. The company shall notify the particulars of such trading to the stock exchange on which the securities are listed within 2 (two) trading days of receipt of the disclosure or from becoming aware of such information.
- Disclosure to the Stock Exchange:

The Compliance Officer shall notify to the stock exchanges, particulars of the Trades, within two trading days of the receipt of the Continual Disclosure or from becoming aware of such information.
- Disclosures by other Connected Persons

The Compliance Officer may, require any other Connected Person to disclose the holdings and trading in securities of the Company as per form set out in **Annexure V** at such frequency as he may determine.

11. Internal Reporting and Disclosure by Designated Persons

In addition to the trading disclosures mentioned above, the Company requires Designated Persons to provide certain information to strengthen internal controls as mandated by SEBI's regulations:

- **Annual Disclosure of Immediate Relatives and Financial Relationships:**

Every Designated Person shall disclose to the Company the following details, on an annual basis (within a timeline specified by the Compliance Officer each year), and upon any change in these details promptly:

- a. The names and Permanent Account Numbers (PAN) or other unique identifiers of all Immediate Relatives of the Designated Person;
- b. The names and PAN (or other identifiers) of persons with whom the Designated Person shares a material financial relationship; and
- c. The phone, mobile and cell numbers used by the Designated Person.

Additionally, one-time disclosures (at the time of designation as a Designated Person, or within a reasonable time of this requirement coming into effect) shall be made for the names of educational institutions from which the Designated Person has graduated and the names of past employers of the Designated Person.

“Material financial relationship” for the purposes of (b) above means a relationship in which one person is a recipient of any kind of payment (such as by way of a loan or gift) from the Designated Person during the immediately preceding 12 (twelve) months, equivalent to at least 25% of such payer's annual income. It excludes relationships in which the payment is based on arm's length transactions.

- **Responsibility to Update:**

Designated Persons shall promptly inform the Compliance Officer in the event of any change in the information provided under 12.1(a), (b), or (c) above. The Company may require periodic confirmations from Designated Persons regarding the accuracy of the details on record.

- **Confidentiality of Personal Information:**

The information provided by Designated Persons under this section shall be kept confidential and shall be used only for the purposes of compliance with the Regulations (for example, to monitor trading by Immediate Relatives or persons with whom a material financial relationship exists). Access to such information shall be strictly on a need-to-know basis and in accordance with applicable data protection laws.

- **Responsibility to Update:**

The Board of Directors, in consultation with the Compliance Officer, shall identify the Designated Persons and ensure that this Code of Conduct (incorporating the minimum standards set out in Schedule B of the Regulations) is implemented. An updated list of

Designated Persons and other insiders (with their PAN or other identifiers) shall be maintained by the Compliance Officer and used to track insider trading compliance.

12. Actions for Violation

12.1 Internal Disciplinary Action:

- Any Insider (including any Director, Key Managerial Personnel, employee, or other Connected Person) who violates this Code or the provisions of the SEBI (PIT) Regulations shall be subject to appropriate disciplinary action by the Company. The disciplinary actions may include, but are not limited to:
- **Termination** of employment or contract in the case of serious violations;
- **Suspension** or temporary debarment from work responsibilities;
- **Wage freeze**, clawback of bonuses or other incentives;
- **Ineligibility for future participation** in any stock option or equity-based plans of the Company; and/or
- Issuance of a formal warning or censure.

The decision on the level of sanction shall be recommended by the Compliance Officer and approved by the Audit Committee or the Board of Directors, as appropriate.

12.2 Reporting to SEBI:

In addition to the above internal actions, the Compliance Officer shall inform SEBI of the violation so that SEBI can take appropriate enforcement action. SEBI has the power to impose monetary fines and other penalties, including imprisonment, under the SEBI Act for insider trading violations.

12.3 Consequences of SEBI Action:

The action by the Company shall not preclude SEBI or any other regulatory authority from taking action for violations of the Regulations. Insiders should be aware that SEBI may independently initiate proceedings, and the Company will fully cooperate with regulatory investigations.'

12.4 Recovery of Profits:

If an Insider or their Immediate Relative has executed trades in violation of this Code, the Company may require disgorgement of any profits made (or losses avoided) from such trades, for transfer to the Investor Protection and Education Fund administered by SEBI.

12.5 Opportunity to be Heard:

Before imposing any disciplinary action, the Company shall give the concerned individual an opportunity to be heard and explain their case. The Compliance Officer may also consider whether the violation was deliberate or inadvertent, the magnitude of exposure to UPSI, and the gain (if any) made from the trade, while recommending action.

13. Miscellaneous

13.1 Code Review and Amendments:

The Board of Directors reserves the right to amend or modify this Code in whole or in part, at any time, to ensure compliance with applicable laws or to incorporate best practices. Any amendments to the SEBI (PIT) Regulations shall be deemed to be incorporated in this Code by reference and the Code shall be interpreted accordingly. Formal amendments to the Code (if required) will be placed before the Board for approval and will be communicated to all concerned.

13.2 Dissemination of Code:

A copy of this Code shall be circulated to all existing Designated Persons, Directors, and other relevant Connected Persons. New joinees who are brought into the ambit of Designated Persons will be provided a copy of the Code at the time of joining or designation. The Code shall also be published on the Company's intranet and website as appropriate.

13.3 Training and Awareness:

The Compliance Officer shall conduct periodic training sessions or circulate guidance notes to make employees aware of this Code, the duties imposed, and the consequences of non-compliance. Frequent reminders (especially prior to results or major events) may be sent regarding trading window closures and do's and don'ts.

13.4 Record Maintenance:

The Compliance Officer shall maintain records of all declarations and disclosures received under this Code for a minimum of five years. Records include the trading plan approvals, pre-clearance applications and consents, trading reports, and any investigation or inquiry reports made in compliance with this Code.

13.5 Compliance with Applicable Laws:

Notwithstanding anything contained in this Code, every Insider is required to comply with all provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time). If there is any inconsistency between this Code and the SEBI Regulations, the provisions of the SEBI Regulations shall prevail.

ANNEXURE I
Application for Pre-Trading Approval

To,
The Compliance Officer,
Shayona Engineering Limited

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's code for prevention of Insider Trading, I seek approval to purchase / sell / subscribe _____ equity shares of the Company as per details given below:

SN	Particulars	To be filled-in by Applicant
1.	Name of the applicant	
2.	Designation	
3.	Number of securities held as on date	
4.	Folio No. / DP ID / Client ID No.	
5.	The proposal is for:	<input type="checkbox"/> Purchase of securities <input type="checkbox"/> Subscription to securities <input type="checkbox"/> Sale of securities
6.	Proposed date of trading in securities	
7.	Estimated number of securities proposed to be purchased / subscribed / sold	
8.	Current market price (as on date of application)	
9.	Whether the proposed transaction will be through stock exchange or off-market trade	
10.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the Undertaking, in the form of Annexure-II, signed by me.

Signature : _____

Name : _____

Date : _____ Place : _____

ANNEXURE II

Undertaking to be accompanied with the Application for Pre- Clearance

To,
The Compliance Officer,
Shayona Engineering Limited

I, _____, _____ of the Company residing at _____, am desirous of trading in _____ equity shares of the Company as mentioned in my application dated _____ for pre clearance of the transaction.

I further declare that I am not in possession of any unpublished price sensitive information up to the time of signing this Undertaking.

In the event that I have access to or receive any unpublished price sensitive information 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 myself from trading in the securities of the Company until such information made publically available.

I declare that I have not contravened the provisions of the Rules / Code as notified by the Company from time to time.

In the event of this transaction being in violation of the Rules or the applicable laws, **(a)** I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the 'indemnified persons') for all losses, damages, fines, expenses, suffered by the indemnified persons, **(b)** I will compensate the indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transaction and **(c)** I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor Protection and Education Fund administered by the SEBI.

I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken within 2 (two) Trading days from the expiry of 7 (seven) Trading Days.

If approval is granted, I shall execute the trade within seven days of the receipt of approval failing which I shall seek pre-clearance afresh.

I declare that I have made full and true disclosure in the matter.

Signature : _____

Name : _____

Date : _____ Place : _____

ANNEXURE III

Disclosure of Transactions

(To be submitted within 2 days of transaction / trading in securities of the Company)

To,
The Compliance Officer,
Shayona Engineering Limited

I hereby inform that:-

- I have not bought / sold / subscribed any securities of the Company **or**
 I have bought / sold / subscribed to _____ securities as mentioned below on _____
(date):

(strike out whichever is not applicable)

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

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

Signature : _____

Name : _____

Date : _____ Place : _____

ANNEXURE IV
(FORM-B)

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7
(1) (b) read with Regulation 6 (2)]

To,
The Compliance Officer,
Shayona Engineering Limited

Details of Securities held by Promoter, Key Managerial Personnel, Director and other such persons as mentioned in Regulation 6(2) of SEBI Regulations.

Name, PAN No., CIN/DIN & address 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 Share-holding	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

Use separate sheet if this sheet is insufficient for the purpose

Signature : _____

Name : _____

Date : _____ Place : _____

ANNEXURE V

Transactions by other connected persons as identified by the company

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3)

Name, PAN No., CIN/DIN, & address of connected persons, as identified by the company with contact nos.	Connection with the company	Securities held prior to acquisition/disposal (With type of Security and No. of Security)	Securities acquired/D isposed (With type of Security and No. of Security)	% 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
				Pre Transaction	Post Transaction				Buy		Sell		
									Value	No. of Units (Contracts *lot Size)	Value	No. of Units (Contracts *lot Size)	

Use separate sheet if this sheet is insufficient for the purpose

Signature : _____

Name : _____

Date : _____ Place : _____