



SONA BLW PRECISION FORGINGS LIMITED
CODE OF CONDUCT FOR PREVENTION OF INSIDER
TRADING

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INTRODUCTION

Sona BLW Precision Forgings Ltd has formulated a Code of Conduct for prevention of Insider Trading (**Code**), pursuant to SEBI (Prohibition of Insider Trading) Regulation, 2015, as amended, from time to time.

The capitalized terms referred herein, but not defined in the Code, shall have the meaning ascribed to them in the Insider Trading Regulations.

OBJECTIVE

The objective of this Code is to put in place a framework for prohibition of Insider Trading, to create awareness and provide guidance to the Insiders, Promoters, Directors and Designated Persons, Intermediaries and Fiduciaries for Trading in Securities of the Company.

I. DEFINITIONS

- a. “**Act**” means the Securities and Exchange Board of India Act, 1992.
- b. “**Audit Committee**” means the Committee constituted pursuant to Section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, including any statutory modification(s) or re-enactment(s) thereof.
- c. “**Board**” means the Board of Directors of the Company and includes the Executive/Authorisation Committee of the Board.
- d. “**Company/Sona Comstar**” means Sona BLW Precision Forgings Limited.
- e. “**Compliance officer**” means any senior officer, designated so, who is financially literate 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information (**UPS I**), monitoring of trades and the implementation of the codes specified in the regulations under the overall supervision of the Board.
- f. “**Connected Person**” means any person who:
 - (i) any person who is or has, during the six months prior to the concerned act, been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in



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any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company, whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.

- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be Connected Person unless the contrary is established-
- (a) an Immediate Relative of Connected Persons specified in clause (i);
 - (b) a holding company or associate company or subsidiary company;
 - (c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or
 - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company or 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 recognized or authorized by the Board;
 - (i) a banker of the company; or
 - (j) a concern, firm, trust, Hindu Undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than 10% of the holding or interest.



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- g. "Designated Persons"** shall include:
- a. Chairman, Managing Director, Whole Time Directors and Chief Executive Officer;
 - b. Other Directors on the Board of the Company;
 - c. All Key Managerial Personnel and members of Executive Committee of the Company;
 - d. Employees of the Company, intermediary or fiduciary designated on the basis of their functional role or access to UPSI;
 - e. Employees of material subsidiaries(s) of Company designated on the basis of their functional role or access to UPSI in the organization by their Board of Directors;
 - f. All Promoters of the Company and promoters who are individuals or investment companies for intermediaries or fiduciaries;
 - g. Employees of the Company upto two levels below Chief Executive Officer of the Company, intermediary, fiduciary and its material subsidiaries irrespective of their functional role;
 - h. Any support staff of the Company, intermediary or fiduciary such as IT staff or secretarial staff who have access to UPSI;
- h. "Director"** means a member of the Board of Directors of the Company.
- i. "Employee"** means any person in the employment of the Company.
- j. "Fiduciaries"** means professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising the Company.
- k. "Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis.
- l. "Immediate Relative"** means a spouse of a person, and includes parent, sibling and child of such person or of the spouse, any of whom is either dependent



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financially on such person, or consults such person in taking decisions relating to trading in Securities.

- m. **“Intermediary”** means an intermediary registered with SEBI.
- n. **“Insider”** means any person who is:
 - i) a Connected Person; or
 - ii) in possession of or having access to Unpublished Price Sensitive Information
- o. **“Key Managerial Person”** means person as defined in Section 2(51) of the Companies Act, 2013.
- p. **“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 amendment thereto.
- q. **“SEBI”** means Securities and Exchange Board of India.
- r. **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.
- s. **“Takeover regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- t. **“Trading/Dealing in Securities”** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the Securities of the Company either as principal or agent.
- u. **“Trading Day”** means a day on which the recognized stock exchanges are open for trading.
- v. **“Unpublished Price Sensitive Information”** means any information which relates to the company and its Securities, directly or indirectly, that is not generally available which upon generally available is likely to materially affect the price of Securities and shall, ordinarily including but not restricted to, information relating to the following:
 - i) Financial results;



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- ii) dividend;
- iii) change in capital structure;

- iv) merger, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
- v) changes in key managerial personnel.

w. **“Regulations”** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 and any amendments thereto.

II. COMMUNICATION OR PROCUREMENT OF UPSI

1. No Insider shall communicate, provide, or allow access to any UPSI, relating to the Company or Securities, listed or proposed to be listed, to any person including other Insiders except where such communication is in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations;
2. No person shall procure from or cause the communication by any Insider of Unpublished Price Sensitive Information, relating to the Company or its Securities listed or proposed to be listed, except in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations;
3. The Board of Directors of the Company have adopted a policy for determination of Legitimate Purposes as a part of “Codes of Fair Disclosure and Conduct”, which is also available on the website of the Company;
4. Any person in receipt of Unpublished Price Sensitive Information pursuant to a **“Legitimate Purpose”** shall be considered an “Insider” for purposes of the Regulations and due notice shall be given to such persons to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with the Regulations;

For the purpose of this clause, the term **“Legitimate Purposes”** 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 the Regulations.



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5. Notwithstanding anything contained, an Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:

(a) entail an obligation to make an open offer under the Takeover Regulations where the Board of Directors of the Company is of the informed opinion that sharing of such information is in the best interests of the Company;

(b) not attract the obligation to make an open offer under the Takeover Regulations but where the Board of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitutes UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Company may determine to be adequate and fair to cover all relevant and material facts;

For the purpose of this clause, the Board shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose as set out in sub-regulation of Regulations and shall not otherwise trade in Securities of the Company when in possession of Unpublished Price Sensitive Information.

6. Structured Digital Database

The Company shall maintain a Structured Digital Database (**SDD**) containing the names of such persons or entities as the case may be with whom information is shared under the regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

Such SDD shall be preserved for a period of not less than 8 (eights) years after completion of the relevant transaction and in the event of any investigation by SEBI or enforcement proceedings, the relevant information in the SDD shall be preserved till the completion of such proceedings.



III. TRADING WHEN IN POSSESSION OF UPSI

- 1 No Insider shall trade in Securities of the Company that are listed or proposed to be listed on a stock exchange when in possession of UPSI:

Explanation- When a person who has traded in Securities has been in possession of UPSI, 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 UPSI without being in breach of regulation 3 of Regulations and both parties had made a conscious and informed trade decision;

Provided that such UPSI was not obtained under sub regulation (3) of regulation 3 of the Regulations.

Provided further that such off-market trades shall be reported by the Insiders to the Company within two working days. The 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.

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

Provided that such UPSI was not obtained by either person under sub-regulation (3) of regulation 3 of the 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 UPSI were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to trade; and

(b) appropriate and adequate arrangements were in place to ensure that the regulations are not violated and no UPSI 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 regulation 5 of the Regulations.

(2) In the case of Connected Persons the onus of establishing, that they were not in possession of UPSI, shall be on such Connected Persons and in other cases, the onus would be on the SEBI.

IV. TRADING PLAN

1. An Insider shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
2. Such Trading Plan shall:
 - a. not entail commencement of trading on behalf of the Insider earlier than 6 months from the public disclosure of the plan;
 - b. not entail Trading for the period between the 20th Trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second Trading Day after the disclosure of such financial results;
 - c. entail Trading for a period of not less than twelve months;
 - d. not entail overlap of any period for which another Trading Plan is already in existence;



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- e. set out either the value of trades to be effected or the number of Securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - f. not entail Trading in Securities for market abuse.
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 and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved Trading Plan.
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 UPSI is 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 UPSI becomes generally available information in terms of regulation 4(1) of the Regulations.
5. Upon approval of the Trading Plan, the Compliance Officer shall notify the plan to the stock exchanges on which the Securities are listed.

V. DISCLOSURES OF TRADING BY INSIDERS

1. The disclosures to be made by any person shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
2. **Maintenance of records of disclosure**

The Company shall maintain records of all the disclosures for a minimum period of Five years.



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3. Initial Disclosures

- a. Every Promoter, member of promoter group, Key Managerial Person and Director of the Company, within thirty days of the regulations taking effect, shall disclose of all holdings in Securities of the Company;
- b. 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.

4. Continual Disclosure

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 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 [Rs. 10 Lakhs].

5. Disclosure by the Company to the Stock Exchange(s)

Within 2 trading days of the receipt of disclosure, as above said, or from becoming aware of such information, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed.

6. 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 such form and at such frequency as may be determined by the Company in order to monitor compliance with the Regulations.

7. Annual Disclosure

All holdings/ dealings in Securities of the Company by the Designated Persons should be disclosed in prescribed format respectively on annual basis, as at 31st March every year, by 15th April to the Compliance Officer.

VI. CODES OF FAIR DISCLOSURE AND CONDUCT

1. The Board of Directors of the Company have formulated and published on its official website, a Code of Practices and Procedures for Fair Disclosure of UPSI that it would follow in order to adhere to each of the principles set out in Schedule A to the Regulations.
2. Every Code of Practices and Procedures for Fair Disclosure of UPSI and every amendment thereto shall be promptly intimated to the stock exchanges where the Securities are listed.

VII. CODE OF CONDUCT

1. The Board of Directors of the Company have formulated this Code to regulate, monitor and report trading by its Designated Persons and immediate relatives of Designated Persons towards achieving compliance with the Regulations.
2. The Company has identified and designated Company Secretary as Compliance Officer to administer the Code and other requirements under the Regulations.
3. The Board of Directors 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 the Company, [intermediary or fiduciary designated] on the basis of their functional role or access to UPSI;
 - (ii) Employees of material subsidiaries of the Company designated on the basis of their functional role or access to UPSI;
 - (iii) All promoters 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 UPSI;



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- (v) Any support staff of the company, intermediary or fiduciary such as IT staff or secretarial staff who have access to UPSI.

VIII. PROCEDURAL STANDARDS FOR CODE OF CONDUCT

1. The Compliance Officer shall report to the Board of Directors, on quarterly basis, and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors.
2. All information shall be handled within the Company on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
3. This Code contains norms for appropriate **Chinese Wall** procedures, and processes for permitting any Designated Person to "Cross the Wall" as follows:

To prevent the misuse of UPSI, the Company has adopted a Chinese Wall strategy under which Designated Person(s) which routinely have access to UPSI shall be considered inside areas and other employees/Person(s), shall be considered public areas. As per the said strategy all the information shall be handled on a need-to-know basis and no UPSI shall be communicated by any Designated Person to any person of public area or any third party except in furtherance of legitimate purposes, performance of duties or discharge of legal functions.

4. Designated Persons and immediate relatives thereof shall be governed by this Code while dealing in Securities of the Company.
5. **Trading Window**

Designated Persons may execute trades subject to compliance with the Code. A notional trading window shall be used as an instrument of monitoring trading by the Designated Persons. The trading window shall be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such Securities to which such UPSI relates. Designated Persons and their immediate relatives shall not trade in Securities when the trading window is closed.

Trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results.



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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.

The timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the Unpublished Price Sensitive Information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

6. Pre-Clearance of Trades

When the trading window is open, trading by Designated Persons shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed trades is above Rs. 10 Lacs (Ten Lacs) [in value over any calendar quarter]:

[The Compliance Officer shall inform his decisions regarding the clearance within 2 working days of receipt of applications for pre-clearance. In absence of the Compliance Officer said pre-clearance shall be approved by the Officer designated by the Compliance Officer.]

Prior to approving any trades, the Compliance Officer shall be entitled to 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.

The Compliance Officer shall make an application to the CMD/Whole-time for pre-clearance of his own dealing in Securities of the Company. The CMD/Whole-time Directors shall inform his decisions regarding the clearance within two working days of receipt of application for pre-clearance.

7. Period for completion of the transaction

Trades that have been pre-cleared have to be executed by the Designated Person, within reasonable timeframe, which in any event shall not be more than seven trading days, failing which fresh pre-clearance would be needed for the trades to be executed.

8. Contra Trade

Designated Person, who is permitted to trade, shall not execute a contra trade within a period Six Months.

Contra trade 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 SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act.

The Compliance Officer may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. An application in this regard shall be made to the Compliance Officer.

Provided that this shall not be applicable for trades pursuant to exercise of stock options.

9. Reporting

The Company has devised Format annexed to this Code as "Format" for making applications for pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance, Waiver of minimum holding period (Contra Trade) and for reporting level of holdings in Securities at such intervals as may be determined as being necessary to monitor compliance with the Regulations.

10. Penalty for Contravention of Code of Conduct

- a) Any Designated Person who trades in Securities of the Company or communicates any information for trading in the Securities of the Company, in contravention of the Code of Conduct shall be held guilty and sanction and disciplinary actions including wage freeze, suspension, recovery, ineligible for future participation in employee stock option plans or termination of their employment / contract etc. Any amount collected under this clause shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act.
- b) The penal action taken by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.



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- c) Under Section 15G of the SEBI Act, any insider who indulges in insider trading in contravention of Regulation 3 is liable to a penalty of twenty five crore rupees or three times the amount of profits made out of insider trading, whichever is higher. Under Section 24 of the SEBI Act, anyone who contravenes the Regulations is punishable with imprisonment for a term which may extend to 10 years or with fine, which may extend to twenty five crore rupees or with both.

In case it is observed by the Compliance Officer that there has been a violation of the Regulations by any Designated Person, he shall forthwith inform the Audit Committee of the Board.

11. Information to Stock Exchange in case of violation

The Compliance Officer shall simultaneously inform the Stock Exchange where the securities of the Company are listed, in such forms and manner as may be specified by SEBI from time to time about such violation. The Designated Person, against whom information has been furnished by the Compliance Officer to Stock Exchange for violations of the Regulations / Code, shall provide all information and render necessary co-operation as may be required by the Company / Compliance Officer or Stock Exchange SEBI in this connection.

12. Disclosure by Designated Persons

Every Designated Person shall disclose with the Company names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:

- (a) Immediate Relatives;
- (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 names of their past employers shall also be disclosed on a one time basis.

Explanation–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 from a Designated Persons during the immediately preceding twelve months, equivalent to at least 25% of such Designated Person's annual income but shall exclude relationships in which the payment is based on arm's length transactions.



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13. Any person who is brought 'Inside' on sensitive transactions, acknowledges that they are aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.

IX. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING

- 1 The Company has put in place adequate and effective system of internal controls to ensure compliance with the requirements given in the regulations to prevent insider trading.
- 2 The internal controls include the following:
 - (a) all employees who have access to Unpublished Price Sensitive Information are identified as Designated Persons;
 - (b) all the Unpublished Price Sensitive Information shall be identified and its confidentiality shall be maintained as per the requirements of the regulations;
 - (c) adequate restrictions shall be placed on communication or procurement of Unpublished Price Sensitive Information as required by the regulations;
 - (d) 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;
 - (e) all other relevant requirements specified under the regulations shall be complied with;
 - (f) periodic process review to evaluate effectiveness of such internal controls.
- 3 The Board of Directors of the Company shall ensure compliance with regulation 9 and sub-regulations (1) and (2) of the Regulations.
- 4 The Audit Committee shall review compliance with the provisions of the regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.



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5. Inquiry

The Company has formulated written policies and procedures for inquiry in case of leak of UPSI or suspected leak of UPSI. Accordingly, the Company shall initiate appropriate inquiries on becoming aware of leak of UPSI or suspected leak of UPSI and inform the SEBI promptly of such leaks, inquiries and results of such inquiries.

The Company has a whistle-blower policy and employees can make use of this policy to report instances of leak of UPSI.

If an inquiry has been initiated by a Company in case of leak of UPSI or suspected leak of UPSI, the relevant intermediaries and fiduciaries shall co-operate with the Company in connection with such inquiry by the Company.

X. RIGHT TO CHANGE OR AMEND CODE

The Audit Committee has the right to change / amend this Code from time to time and / or in pursuance of any amendments made to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Compliance officer has the right to amend the list of Designated Persons, from time to time.

XI. BINDING

The decision of the Board/ Executive Committee / Compliance Officer shall be final, binding and conclusive.

GROUP CEO & MANAGING DIRECTOR

Place: Gurgaon

Dated: 12th February 2021

THIS POLICY IS ONLY INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO PREVENT INSIDER TRADING. IT WILL BE THE RESPONSIBILITY OF DESIGNATED PERSONS TO ENSURE COMPLIANCE OF SEBI GUIDELINES AND OTHER RELATED STATUTES FULLY.



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**FORMATS OF DISCLOSURES REQUIRED UNDER SECURITIES AND EXCHANGE BOARD OF INDIA
(PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015.**

APPLICATION FOR ANNUAL TRADING PLAN

Date: _____

To,
The Compliance Officer,
SONA BLW Precision Forgings Ltd.
Sona Enclave, Village Begumpur Khatola
Sector 35, Gurugram 122004
Haryana, India

Name of the Applicant: _____
PAN _____

1. No. of securities held in the Company as on date: _____
2. Approval sought for: Self [] Immediate Relative (IR) []
3. Trading plan belongs for a period of _____ months i.e. for a period commencing from _____ and ending on _____

Details of the proposed trade:

Sr. No.	Nature of transaction (Sale/Purchase)	Date of transaction/period/interval for transaction	Value of trade/ No. of securities transacted	Conditions /Remarks



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Undertaking:

- a. I will not commence trading earlier than six months from the public disclosure of the plan.
- b. I do not have overlapping trading plan for the same period.
- c. In the event that I am in possession/knowledge of any information that is construed as "Unpublished Price Sensitive Information" as defined in the Policy, at the time of formulation and approval of this plan but which is not made public at the time of trading as per the approved time schedule in the said plan, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in
- d. the securities of the Company until such information becomes public;
- e. I have not contravened the provisions of the Insider Trading Policy as notified by the Company from time to time;
- f. I have made full and true disclosure in the matter.
- g. I undertake to abide by this trading plan once approved and shall furnish such declarations disclosures as may be deemed necessary by compliance officer for the monitoring of this plan.
- h. I shall not use this trading plan as a tool for market abuse.

Date:

Signature of Designated Employee



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For use of Compliance Officer:

Application recd. date	Approval Date	Approval No	Compliance Officer's signature

Approval granted for Trading Plan for a period of ____ months commencing from ____ upto

Notification to Stock Exchange _____

Signature: _____
Compliance Officer

Please provide all the information. Incomplete forms will not be accepted.



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FORMAT OF APPLICATION FOR OBTAINING PRE-CLEARANCE APPROVAL

To,
The Compliance Officer,
SONA BLW Precision Forgings Ltd.
Sona Enclave, Village Begumpur Khatola
Sector 35, Gurugram 122004
Haryana, India

Dear Sir,

I/We,.....Designated Person(s) of SONA BLW Precision Forgings Ltd
intend to carry
out transaction(s) in Securities of SONA BLW Precision Forgings Ltd as per the details
given below:

Name:

Department:

PERMANENT ACCOUNT NUMBER (PAN):

S. No.	No. of Securities held (including by dependent family members) as on the date of application	Folio No./ DP ID & Client ID	Nature of trading	Estimated number of securities to be dealt	Estimated value
1	2	3	4	5	5

In this connection I solemnly confirm and declare:

a. THAT I do not have access to nor do I have any information that could be construed



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- as Unpublished Price Sensitive Information as defined in the Code upto the time of signing this undertaking;
- b. THAT in case I have access to receive Unpublished Price Sensitive Information after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of any change in such position and that I shall completely refrain from dealing in the Securities of the Company till the time such information becomes public;
 - c. THAT I have not contravened the "Code of Conduct to Regulate, Monitor and Report Trading by Insiders" for prevention of insider trading as notified by the Company from time to time;
 - d. THAT I shall hold the Securities for a minimum period of 6 (six) months from the date of trade/that I have complied with the requirement of minimum holding period of six (6) months with respect to the securities sold (applicable only in respect of sale transaction).

I hereby solemnly declare that I have made full and true disclosure in this regard to the best of my knowledge and belief.

Pre-clearance may kindly be accorded in terms of the requirement of the 'Code of Conduct to Regulate, Monitor and Report Trading by Insiders', of the Company.

Yours faithfully,

Signature:

(Name of the Designated Person) Date:

Place:



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UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

Date: _____

To,
The Compliance Officer,
SONA BLW Precision Forgings Ltd.
Sona Enclave, Village Begumpur Khatola
Sector 35, Gurugram 122004
Haryana, India

Dear Sir/Madam,

I, _____, (Designation) residing at _____, I am
desirous of dealing in _____ 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 or otherwise privy to any Unpublished
Price Sensitive Information (as defined in the Company's Code of Conduct for
Prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed
as "Unpublished Price Sensitive Information" as defined in the Code, after the signing of
this undertaking but before executing the transaction for which approval is sought, I
shall inform the Compliance Officer of the same and shall completely refrain from
dealing in the Securities of the Company until such information becomes public.

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

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

If approval is granted, I shall execute the deal within 7 (seven) days of the receipt of
approval failing which I shall seek pre-clearance.

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

Signature: _____



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PRE-CLEARANCE ORDER

PCO No. ____

Date: _____

To,

_____ (Applicant)

This is to inform you that your request for dealing in shares of the Company as mentioned in your application dated is approved. Please note that the said transaction must be completed on or before [date].

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the Securities of the Company. Further, you are required to file the details of the executed transactions in the prescribed forms as per the Company's Code of Conduct for Insider Trading. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Signature: _____

Compliance Officer



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FORMAT FOR DISCLOSURE OF TRANSACTIONS EXECUTED/NOT EXECUTED AFTER OBTAINING PRE-CLEARANCE

To,

The Compliance Officer,
SONA BLW Precision Forgings Ltd.
Sona Enclave, Village Begumpur Khatola
Sector 35, Gurugram 122004
Haryana, India

With reference to trading approval granted by the Company to me on _____,
I hereby inform that I have bought/sold/subscribed for _____ equity shares of
the Company for Rs. _____ on _____.

Or

I hereby inform that I not have bought/sold/subscribed for _____ equity shares
of the Company for Rs. _____ on _____.

In connection with the aforesaid transaction, please find enclosed copy of the
following for your records:

Broker's contract note/Proof of payment to/from brokers/ Extract of bank
passbook/statements (in case of demat transaction)/ Copy of Delivery instruction slips
(applicable in case of sale transactions)

I hereby undertake to preserve the original copy of the above mentioned document
for a period of 5 years and produce to the Compliance Officer/Securities Exchange
Board of India, if required in future.

Yours truly,

Name & Signature:

Designation:

Date:

Place:



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APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD

Date_____

To,

The Compliance Officer,
SONA BLW Precision Forgings Ltd.
Sona Enclave, Village Begumpur Khatola
Sector 35, Gurugram 122004
Haryana, India

Dear Sir,

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and Sona BLW Precision Forgings Ltd Insider Trading Code, I _____(name and designation of the Designated Person) had _____(provide the details of purchase/sale/subscribe for shares as the case may be)_____ (number of securities) of the Company on _____after obtaining pre-clearance on _____.

The details of transaction executed were submitted on _____(date) in format prescribed. I seek your approval to waive off the time restrictions and permit to execute a contra-trade for _____(number of securities) of the Company due to _____(valid reason(s) for executing contra trade).

I declare that I am not in possession of any Unpublished Price Sensitive Information up to the date of this application.

I further declare that in case I have access to any Unpublished Price Sensitive Information after the signing of this application and before executing a contra- trade (if permitted), I shall:



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1. Promptly inform the Compliance Officer
2. Refrain from trading in securities of the Company.

Yours truly,

Name & Signature:

Designation:

Date:

Place:

Enclosed:

1. Copy of pre-clearance approval
2. Copy of execution of previous trade



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SEBI (Prohibition of Insider Trading) Regulations, 2015

FORM A

[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]

Name of the company: _____

ISIN of the company: _____

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

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ members of the Promoter Group /KMP /Directors/immediate relative to/others etc.)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For e.g., – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

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



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Details of Open Interest (OI) in derivatives of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

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		
Contract Specifications	Number of units (contracts *lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts *lot size)	Notional value in Rupee terms
6	7	8	9	10	11

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:
Designation:
Date:
Place



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FORM B
SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the promoter group]

Name of the company:

ISIN of the company:

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group.	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group.		% of Shareholding
			Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No	
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the



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promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
Contract Specifications	Number of units (contracts *lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts *lot size)	Notional value in Rupee terms
7	8	9	10	11	12

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:
 Designation:
 Date:
 Place:



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FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

Name of the company:

ISIN of the company:

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN , & address with contact nos.	Category of Person (Promoter/ member of the promoter group/designated person/ Director s/immediate relative to/others etc.)	Securities held prior to acquisition/ disposal	Securities acquired/ Disposed	Securities held post acquisition/ disposal	Date of allotment advice/ acquisition of shares/ disposal of shares, specify	Date of intimation to company	Mode of acquisition /disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs,	Exchange on which the trade was executed
--	---	--	-------------------------------	--	--	-------------------------------	---	--



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		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No	Value	Transaction Type (Purchase/sale/Pledge/Revocation/Invocation	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	From	To		etc.)	



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							/ Ot her spl ea se sp eci fy)								
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	

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

(ii) Value of transaction excludes taxes/brokerage/any other charges



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Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:
Designation:
Date:
Place:



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FORM D (Indicative format)

SEBI (Prohibition of Insider Trading) Regulations, 2015

Regulation 7(3) – Transactions by Other connected persons as identified by the company

Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/ disposal		Securities acquired/ Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition/ disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of	No. and	Type of securities	No	Value	Trans ac	Type of	No. and	From	To			



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1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
		securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	% of share holding	s (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)			tion Type (Purchase/Sale/Pledge/Revocation / Invocation/ Other please specify)	securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	% of share holding					

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

(ii) Value of transaction excludes taxes/brokerage/any other charges



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Details of trading in derivatives on the securities of the company by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature:
Designation:
Date:
Place:



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ANNUAL DISCLOSURE

Transactions by Designated Persons as identified by the Company

Details of transactions executed during the Financial Year _____ in securities of the Company

To,
The Compliance Officer,
SONA BLW Precision Forgings Ltd.
Sona Enclave, Village Begumpur Khatola
Sector 35, Gurugram 122004
Haryana, India

I _____ (name of the Designated Person), _____
(designation) of the Company residing at _____
hereby declare that –

The following is the consolidated statement of transactions made during the Financial Year.

Opening balance of securities of the Company held as on 01.04.20__	Purchase/Sale made during the year	Closing balance of securities of the Company held as on 31.03.20__

*I was holding _____ (number of securities) securities of the Company on 01 April 20_____ (start of the financial year). However, I have not traded in securities of the Company during the Financial Year ended 31 March 20_____end of the financial year).

Name & Signature Designation:

Date:

Place:

* Please delete/modify as per the factual position



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ONE TIME DISCLOSURE

Disclosure of information by Designated Persons

To,
The Compliance Officer,
SONA BLW Precision Forgings Ltd.
Sona Enclave, Village Begumpur Khatola
Sector 35, Gurugram 122004
Haryana, India

In compliance of clause 14 of the Schedule B of PIT Regulations.

Details relating to the Designated Person		
a)	Name of the person	
b)	Designation	
c)	Name of the organization and address	SONA BLW Precision Forgings Ltd. Sona Enclave, Village Begumpur Khatola Sector 35, Gurugram 122004 Haryana, India
d)	Permanent address	
e)	Current Personal address (if different from (d))	
f)	Permanent Account Number ("PAN") or any other identifier authorized by law where PAN is not Available	
g)	Phone/ Mobile No.	
h)	DP ID & Client ID (All Demat Accounts)	
i)	Name & address of the educational institutions of Graduation and above (including institutions of Post –	



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	Graduation / Professional/ Programmes/ Diploma, etc.)	
j)	Name and address of Past Employers (including trainee)	

Date:
Place:

Signature:
Name:



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ANNUAL/ CONTINUAL DISCLOSURE

Disclosure of information by Designated Persons

Details relating to immediate relatives*					
Sr. No.	Name of the Person	Relationship	PAN or any other identifier authorized by law where PAN is not available	Phone/ Mobile No.	DP ID & Client ID (All Demat Accounts)

*** 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;**

Details relating to Person with whom the designated person shares a Material Financial Relationship**				
<u>Sr. No.</u>	<u>Name of the Person with whom the designated person shares a Material Financial Relationship</u>	<u>PAN or any other identifier authorized by law where PAN is not available</u>	<u>Phone/ Mobile No.</u>	<u>DP ID & Client ID (All Demat Accounts)</u>

** The term "material financial relationship" shall mean a relationship in which one person



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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 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:



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FORMAT FOR REPORTING VIOLATIONS

Report by SONA BLW Precision Forgings Ltd for Violations related to Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015

Sr. No	Particulars	Details
1	Name of the Listed Company	
2	Reporting in capacity of Listed Company	
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.) (Datewise)	
	<u>D. In case value of trade(s) is more than Rs.10 lacs in a calendar quarter</u>	
	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	
6	Reasons recorded in writing for taking action stated above	
7	Details of the previous instances of violations, if any, since last financial year	



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8	If any amount collected for Code of Conduct violation(s)	
	i. Mode of transfer to SEBI - IPEF (Online/Demand Draft)	
	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

Name and signature of Compliance Officer:

PAN:

Email ID:

Date and Place: