



# **Konstelec Engineers Limited**

CONSULTING ENGINEERS & EPC CONTRACTORS

CIN: U45203MH1995PLC095011

## **Code Of Conduct To Regulate, Monitor and Report Trading By Designated Persons**

[Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015]

**Approved and adopted vide Board resolution dated: 16/10/2023**



## **1. BACKGROUND AND OBJECTIVE OF THE CODE:**

Konstelec Engineers Limited (the "**Company**") is a public limited company whose equity shares are to be listed on National Stock Exchange of India Limited ("SME Emerge Platform") and subject to the rules and regulations issued by the Securities and Exchange Board of India ("**SEBI**").

This Code of Conduct is called "**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS**" (hereinafter referred to as the 'Code of Conduct') and this Code of Conduct is applicable to all the Designated Persons and their Immediate Relatives.

Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the "Regulations") requires a listed company to formulate a Code of Conduct (For Listed Company) to Regulate, Monitor and Report Trading by their designated persons and immediate relative of designated persons towards achieving compliance with these said Regulations, adopting the minimum standards, set out in Schedule B to these Regulations without diluting the provisions of these regulations in any manner.

The objective of the Code of Conduct is to ensure protection of Unpublished Price-Sensitive Information ("**UPSI**") of "**Konstelec Engineers Limited**" and serve as a guideline to Designated Persons covered by the Code of Conduct for dealing in Securities of Konstelec Engineers Limited. In addition to setting out the policy of the Company, it provides an understanding of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as may be amended from time to time and any other applicable law in relation to prevention of Insider Trading. The Code of Conduct is subject to the applicable prevailing laws in relation to prevention of Insider Trading and if there is any inconsistency between any of the provisions of the Code of Conduct and applicable law, the applicable law shall prevail.

The 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prohibit an Insider from Trading in the securities of a company listed on any stock exchange on the basis of any Unpublished Price Sensitive Information.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**" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following.

1. Financial results
2. Dividends
3. Change in Capital Structure
4. Mergers, demergers, acquisitions, delistings, disposals and expansion of business and such other information
5. Changes in Key Managerial Personnel

"**Generally available information**" means information that is accessible to the public on a non-discriminatory basis.

The SEBI Regulations prohibit the communication of UPSI to any person except as required under law. Further, procuring any person who are prohibited to trade in the securities of any company on the basis of UPSI is also prohibited under the SEBI Regulations and the securities laws. Violations of the SEBI Regulations and these securities laws by Insiders shall be punishable with severe penalties including fines and imprisonment



**Definitions:**

“**Company**” means KONSTELEC ENGINEERS LIMITED

“**Board of Directors**” means the Board of Directors of the Company.

"**Compliance Officer**" means the Company Secretary and Compliance Officer of the Company for the purpose of administration of this code of conduct.

"**Connected Person,**" means-

Any person whose or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

Following categories shall be deemed to be connected persons unless the contrary is established

- a) An immediate relative of connected persons specified in clause (i); or
- b) A holding company or associate company or subsidiary company; or
- c) An intermediary as specified in section 12 of the Act or an employee or director thereof; or
- d) An investment company, trustee company, asset management company or an employee or director thereof; or
- e) An official of a stock exchange or of clearing house or corporation; or
- f) A member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- g) A member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act,2013; or
- h) An official or an employee of a self-regulatory organization recognised or authorized by the board; or
- i) A banker of the company; or
- j) A concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten percent of the holding or interest.

“**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;

"**Insider**" means any person who is:

1. A connected person; or
2. In possession of or having access to unpublished price sensitive information;

“**Contra Trade**” means a trade or transaction which involves buying or selling any number of shares of the Company and within 6 months trading or transacting in an opposite transaction involving sell or buy following the prior transaction.”

“**Fiduciary/Fiduciaries**” shall mean professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising the Company at any point in time, for the purpose of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;



"**Director**" shall have the meaning assigned to it under the Companies Act, 2013.

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

"**Legitimate Purpose**" shall include sharing of Unpublished Price Sensitive Information by insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants; in the ordinary course of business or otherwise in furtherance of such business activities as per the Policy approved by the Board, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time;

"**Leak of UPSI**" shall refer to such act / circumstance(s) by virtue of which an UPSI is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof.

Explanation: It covers the instances where the UPSI has been shared by a person to any person, association, body, firm, agency, society, entity or to a group thereof except in compliance with applicable law.

"**Managing Director**" means the managing director of the Company, or any other person designated as such from time to time;

"**Material Financial Relationship**" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions;

"**Material Subsidiary**" shall have the meaning as prescribed to such term under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

"**Need to Know**" basis means the UPSI shall be disclosed only to those persons who need to know the same in furtherance of a legitimate purpose, the course of performance or discharge of their duty and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

"**Officer**" shall have the meaning assigned to it under the Companies Act, 2013.

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

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

"**SEBI**" shall mean the Securities and Exchange Board of India established under the Securities and Exchange Board of India Act, 1992;

"**Securities or Shares**" shall have the meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 or any modification thereof except units of a



	<p>mutual fund.</p> <p><b>"SEBI LODR Regulations"</b> means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p><b>"Structured Digital Database"</b> shall be a database maintained by the Compliance Officer of the Company containing the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Numbers ("PANs") or any other identifier authorized by law where such PAN is not available, disclosures and other details of Designated Persons, Fiduciaries and Insiders who have possession of or likely to have access to Unpublished Price Sensitive Information in accordance with the Code of Conduct;</p> <p><b>"Suspect"</b> means the person(s) against or in relation to whom an inquiry is initiated in case of a leak or suspected leak of UPSI.</p> <p><b>"Trading"</b> means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.</p> <p><b>"Trading Window"</b> means the period during which Trading in the Securities of the Company is permitted to those governed by the Code of Conduct.</p> <p><b>"Trading Day"</b> means a day on which the Stock Exchanges are open for Trading;</p>
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<b>POLICY FOR HANDLING OF UPSI</b>	
<b>Prohibition of Communication or Procurement of UPSI:</b>	<p>An Insider shall not –</p> <ul style="list-style-type: none"> <li>i. Communicate, provide, or allow access to any UPSI, relating to the Company or its securities, to any person including other Insiders, or</li> <li>ii. Procure from or cause the communication by an Insider of UPSI, relating to the Company or its securities.</li> </ul> <p>Board shall require the parties to execute agreement to contract confidentiality and Non-disclosure obligation on the part of such parties and such parties shall keep information so received confidential.</p> <p>This clause shall not be applicable if in case of Non Individual Insiders, The Individuals who were in possession of UPSI is different from the Individuals taking trading decision and such decision making Individuals were not in possession of such UPSI when they took the decision to trade;</p> <p>And appropriate and adequate arrangements were in place to ensure that this policy is not violated and no UPSI was communicated by Individuals who were in possession of UPSI is different from the Individuals taking trading decision and there is no evidence of such arrangements having been breached.</p>
<b>An UPSI can be communicated, provided, allowed access to or procured:</b>	<ul style="list-style-type: none"> <li>i. In furtherance of legitimate purposes, performance of duties or discharge of <b>legal obligations</b> pursuant to appropriate notice, confidentiality and nondisclosure agreements being executed; or</li> <li>ii. In the event the <b>Board of Directors directs or causes the public</b></li> </ul>



	<p><b>disclosure</b> of UPSI in the best interest of the Company; or</p> <p><b>iii.</b> 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 <b>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 on need to know basis</b>, 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 and has become generally available.</p>
<b>Prohibition of Insider Trading</b>	<p>An Insider shall not, directly or indirectly, –</p> <p><b>i.</b> Trade in securities of the Company that are listed or proposed to be listed when in possession of UPSI;</p> <p><b>ii.</b> Trade in securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI.</p> <p><b>iii.</b> Provide advise/ tips to any third party on trading in Company’s securities while in possession of UPSI and An insider who has ceased to be associated with the Company shall not, for a period of six months from date of such cessation, directly or indirectly trade in the Company’s Securities while in possession of UPSI.</p>
<b>Trading in Securities of other companies</b>	<p>No Insider may, while in possession of unpublished price sensitive information about any other public company gained in the course of employment with the Company,</p> <p><b>a.</b> Trade in the securities of the other public company,</p> <p><b>b.</b> “Tip” or Disclose such material non-public information concerning that company to anyone, or</p> <p><b>c.</b> Give trading advice of any kind to anyone concerning the other.</p> <p>No Insider may take positions in derivative transactions in the securities of the Company at any time.</p>
<b>Insider may trade in following situations</b>	<p><b>a.</b> A transaction that is an <b>off-market inter-se transfer between Insiders who were in possession of the same</b> UPSI without being in breach of these Rules and both parties had made a conscious and informed trade decision; and</p> <p><b>b.</b> Trades <b>pursuant to a Trading Plan</b> set up in accordance with these Rules and SEBI Regulations.</p> <p><b>c.</b> Transaction were carried out pursuant to a statutory or regulatory obligations to carry out a bona fide transaction</p> <p><b>d.</b> Transaction was carried out pursuant to the exercise of stock option in respect of which exercise price was pre-determined in compliance with the applicable rules and regulations.</p> <p>When a person has traded in securities while in possession of UPSI, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.</p>
<b>Trading Window</b>	



<p>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 policies. Designated Persons shall not Trade in the Company's securities when the trading window is closed.</p>	
<p><b>Restrictions to trade through Trading Window</b></p>	<ol style="list-style-type: none"><li>1) The trading window shall generally be closed for all Insiders between the sixteenth 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 disclosure of such financial results.</li><li>2) Additionally, the trading window shall be closed in particular for a Designated Person or class of Designated Persons when the Compliance Officer determines that a Designated Person or class of Designated Persons <b>can reasonably be expected to have possession of UPSI, for such periods as determined by the Compliance Officer.</b> Designated Person or class of Designated Persons will receive a notification on such special blackout periods.</li><li>3) The trading window <b>may be re-opened after closure, not earlier than 48 hours after the UPSI</b> in question becomes generally available.</li></ol>
<p><b>The trading window restriction shall not apply for below cases;</b></p>	<ol style="list-style-type: none"><li>i) <b>Off-market inter-se transfer between insiders who were in possession of the same UPSI</b> without violating the policy and both parties <b>had made a conscious and informed trade decision.</b></li><li>ii) Transaction carried out through the <b>block deal window mechanism between persons who were in possession of the UPSI</b> without violating the policy and both parties <b>had made a conscious and informed trade decision.</b></li><li>iii) Transaction carried out pursuant to a <b>statutory or regulatory obligation</b> to carry out a bona fide transaction.</li><li>iv) Transaction undertaken pursuant to the <b>exercise of stock options</b> in respect of which the exercise price was pre-determined in compliance with applicable regulations.</li><li>v) Trades executed <b>as per the trading plan</b> set up in accordance with the policy.</li><li>vi) <b>Pledge of shares for a bona fide</b> purpose such as raising of funds, <b>subject to preclearance by the compliance officer.</b></li><li>vii) <b>Transactions undertaken in accordance to respective regulations made by SEBI,</b> such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buyback offer, open offer, delisting offer.</li></ol>
<p><b>Pre-clearance of Trading</b></p>	<p>All designated persons who intend to trade in the securities of the Company (either in their own name or in any immediate relative's name) and if the value of the securities likely to be traded, whether in one transaction or a series of transactions over a calendar quarter, aggregates to a traded value in excess of Rs.5,00,000/- (Rupees five Lakh Only), should pre-clear the transactions by making an application in the format set out in <b>Annexure II</b> to the Compliance Officer also declare that the applicant is not in possession of unpublished price sensitive information as per <b>Annexure III.</b></p> <p>The Compliance Officer shall not approve any proposed Trade by Designated Person if the Compliance Officer determines that such</p>



	<p>Designated Person is in possession of UPSI.</p> <p>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.</p> <p>The Board of directors of the Company shall be the approving authority for approving the pre-clearance application of Compliance Officer and Executive Directors.</p> <p>The Designated Person shall, within two days of the execution of the Trade, submit the details of such Trade to the Compliance Officer. In case the transaction is not undertaken, a report to that effect shall be filed in the said form</p> <p>If the pre-cleared Trade is not executed within seven trading days after the approval is given, the Designated Person must secure pre-clearance of the transaction again.</p> <p>Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.</p>
<p><b>Trading Restriction on Designated Person</b></p>	<p>Insiders shall <b>not enter into derivative transactions</b> in respect of the securities of the Company.</p> <p>All Designated Persons Who Trade in the securities of the company shall <b>not enter into a contra trade</b> during the next six months following the prior transaction.</p>
<p><b>Trading Restriction on Designated Person shall not apply</b></p>	<p>In case of exercise/sale of ESOP shares provided the Designated Persons do not possess UPSI.</p> <p>The sale is executed when the trading window is open and after obtaining pre-clearance.</p>
<p><b>Trading Plan</b></p>	
<p>A Designated Person shall be entitled to formulate a Trading Plan in the format specified in <b>Annexure - I</b> that complies with the SEBI Regulations and present it to the Compliance Officer for approval and public disclosure. The trading plan may be executed only after the plan is approved by the Compliance officer and disclosed to the stock exchanges on which the securities of the Company are listed.</p> <p>Designated person shall <b>not exercise any influence over the amount of securities to be traded, the price at which they are to be traded, or the date of the trade.</b> Designated person may delegate discretionary authority to his/her broker, but in no event Designated person may consult with the broker regarding executing transactions, or otherwise disclose information to the broker concerning the Company that might influence the execution of transactions, under the Trading Plan after it commences.</p> <p>The Trading Plan <b>once approved shall be irrevocable</b> and the Designated Person shall <b>mandatorily have to implement the plan</b>, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the Trading Plan. However, the</p>	





implementation of the Trading Plan shall not be commenced, if at the time of formulation of the plan, the Designated Person is in possession of UPSI and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Trading Plan shall be deferred until such UPSI becomes generally available information.

**Disclosure requirements**

**Initial Disclosure:**

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 / her and Immediate Relatives' **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,** as per Form B set out in Annexure V.

Every Designated person shall disclose details like Permanent Account Number, names of educational institutions from which they have graduated and names of their past employers.

**Continual Disclosure:**

Every Promoter, member of the Promoter group, Designated Person and Director of a listed company and other such persons shall disclose the Details of changes in holding of Securities of Promoter, member of the Promoter group, Designated Person and Director of a listed company and other such persons as per **Form C** set out in **Annexure VI**.

Every Designated person shall disclose names and Permanent Account Number persons with whom such designated person(s) shares a material financial relationship or any other identifier 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

Every designated person and each of their Immediate Relatives 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. Ten lakhs.

Any off-market trade as mentioned aforesaid done shall be reported by the insiders to the company within two working days in the format specified in the **Annexure-IV**.

The disclosure shall be made within two working days of:

- i. the receipt of intimation of allotment of shares, or
- ii. the acquisition or sale of shares or voting rights, as the case may be

**Disclosure to the Stock Exchange:**

The Compliance Officer shall notify the stock exchanges, particulars of the Trades, within two trading days of the receipt of the Continual Disclosure or



	<p>from becoming aware of such information.</p> <p><b>Disclosures by other Connected Persons</b> The Compliance Officer may, require any other Connected Person to disclose the holdings and trading in securities of the Company at such frequency as he may determine in the format specified in <b>Annexure-VIII</b></p> <p>All Designated Persons must make an annual disclosure of the number of Securities of the company held as on 31st March each year by them including details of purchase / sale of Securities of the Company during the financial year to the Compliance Officer in format as specified in <b>Annexure-VII</b>. This disclosure must be made within 30 (thirty) days from the close of each financial year.</p>
<b>Internal Compliances</b>	<p>The Compliance Officer shall maintain</p> <ul style="list-style-type: none"><li>A. An updated list of Designated Persons,</li><li>B. Records of disclosures and pre-clearance applications and undertakings for a period of five years and</li><li>C. A confidential list of any 'restricted securities' to which the Compliance Officer may require Designated Persons to seek pre-clearance before Trading in such 'restricted securities'</li></ul> <p>The Compliance Officer shall provide the Audit Committee of the Board, on a quarterly basis, all the details of Trading in securities by the Designated Persons including any violations of the Rules.</p> <p>Any suspected violation of leak of unpublished price sensitive information or violation of this policy can be reported under whistle blower policy</p>
<b>In Violation of this policy</b>	<p>A Designated Person Who Trades in securities of the Company 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.</p> <p>In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI.</p>
<b>Penalty for Insider Trading</b>	<p>An Insider who acts in contravention of these Rules shall be liable to have his services or relationship with the Company, as the case may be, terminated.</p> <p>Directors, Officers and employees of the Company who violate these rules shall be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, claw back etc. and ineligibility for future participation in the Company's stock option plans or termination.</p> <p>The SEBI or any other appropriate regulatory authority may also be informed of the violation of these Rules so that appropriate action may be taken.</p>
<b>Amendment</b>	<p>The Board of Directors shall be empowered to amend, modify, and interpret this policy and such policy shall be effective from such date</p>



	<p>that the Board may notify in this behalf.</p> <p>The Company is committed to continuously reviewing and updating its policies, and the Company therefore reserves the right to amend this Policy at any time, for any reason, subject to applicable law.</p> <p>These Rules are subject to the applicable prevailing law in relation to prevention of Insider Trading and if there is any inconsistency between any of the provisions of these Rules and applicable law, the applicable law shall prevail.</p>
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<b>CODE OF CONDUCT</b>
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<p><b>Structured Digital Database:</b></p>	<p>In the event of UPSI, the Company shall maintain a structured digital database providing the nature of UPSI, the names of Designated Persons who are in receipt of UPSI, the names of such persons who have shared such information and names of such persons with whom such information is shared, along with permanent account number (PAN) or any other identifier where PAN is not available and such other details as are necessary to be maintained in the database.</p> <p>The Compliance Officer will maintain and preserve the records in the structured digital database as per the SEBI Regulation.</p> <p>Every UPSI recipient, who disseminates the information to any person for a legitimate purpose or on a need to know basis will be responsible to sensitize the recipient that such information is UPSI and needs to be maintained under strict confidentiality.</p> <p>Every UPSI dissemination needs to be intimated to the UPSI owner for entering in the digital database. The UPSI recipient, who disseminates the information to any person for a legitimate purpose or on a need-to-know basis will be responsible for updating the details of dissemination in the digital database maintained for such UPSI.</p> <p>Such database shall not be outsourced and database shall be maintained internally with adequate internal controls time stamping and audit trails to ensure non-tampering of the data.</p> <p>Such digital database shall be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings and on completion of the statutory period, will be dealt as per Company’s internal policy and process.</p>
<p><b>Limitation on Access to UPSI:</b></p>	<p>The following procedures are designed to maintain confidentiality of UPSI:</p> <ul style="list-style-type: none"> <li>• Designated Persons should take all steps and precautions necessary to</li> </ul>



	<p>restrict access to, and secure, UPSI by, among other things: -</p> <ul style="list-style-type: none"><li>a. Maintaining the confidentiality of UPSI;</li><li>b. Conducting their business/ professions and personal/ social activities so as not to risk inadvertent disclosure of UPSI;</li><li>c. Reviewing confidential documents in public places should be restricted so as to prevent access to UPSI by unauthorized persons.</li></ul> <ul style="list-style-type: none"><li>• Restricting access to documents and files (including computer files) containing UPSI to persons on a need-to-know basis (including maintaining control over the distribution of documents and drafts of documents);</li><li>• Files containing UPSI shall be kept secured with restricted access, and computer files containing UPSI should be protected with the help of login, passwords, etc. Appropriate physical and informational barriers shall be put in place to ensure confidentiality of UPSI;</li><li>• Promptly removing and cleaning up all confidential documents and other materials containing UPSI from conference rooms following the conclusion of any meetings;</li><li>• Restricting access to areas likely to contain confidential documents or UPSI; and</li><li>• Avoiding any discussion pertaining to UPSI in places where the information could be overheard by others, such as in elevators, restrooms, hallways, restaurants, airplanes or taxicabs, etc.;</li><li>• Persons in possession of, or having access to, UPSI, to the extent feasible, should conduct their business and other activities in areas separate from other Company activities, so as to avoid any leak of UPSI.</li></ul>
<p><b>Chinese Wall Procedures:</b></p>	<p>While dealing with or handling UPSI, the Designated Persons shall take reasonable steps to prevent inadvertent leakage, spread or misuse of UPSI. To prevent the misuse of UPSI, the Company will maintain “Chinese Walls” and segregate the premises into inside areas and public areas. Inside areas refer to those areas and departments of the Company in which UPSI may ordinarily be available. Public areas refer to those areas where any UPSI would ordinarily not be available, and to which any outside person may be allowed access.</p> <p>Inside areas shall be accessible in normal course only to Designated Persons. Designated Persons in the inside area shall not communicate any UPSI to anyone in public area. The establishment of Chinese Walls shall not be intended to suggest that Unpublished Price Sensitive Information can circulate freely within inside areas. The ‘need-to-know’ principle shall be fully in effect within insider areas. Further, Employees who are Designated Persons are to be physically segregated from Employees in public area. In exceptional circumstances Employees from the public areas may be brought “over the wall” and given confidential information on the basis of “need to know” criteria, under intimation to the Compliance Officer.</p> <p>A Designated Person in possession of UPSI has the responsibility to ensure that the Chinese wall is not breached deliberately or inadvertently. Any</p>



known or suspected breach of the Chinese wall must be reported to the Compliance Officer immediately. Wherever there is a requirement of sharing UPSI by any Designated Person with another Employee/external third parties, etc., in furtherance of legitimate purposes, performance of duties or discharge of his/ her/ its legal obligations, the person to whom such information is proposed to be shared, shall be “wall-crossed” through wall-crossing procedure set out below.

**Procedure for Wall Crossing:**

In the event any person is required to be wall – crossed, i.e., brought over the Chinese wall in order to obtain access to the UPSI for a specific purpose, prior approval of the Compliance Officer must be sought. The Compliance Officer shall consider whether the person being wall – crossed, is being provided UPSI on a need – to – know basis. Further, UPSI shared with such wall – crosser should be limited to the specific transaction or purpose for which such person’s assistance is required.

Persons who are wall – crossed / receive UPSI should be notified that they would be deemed to be ‘Designated Person’ and ‘Insider’ under this Code of Conduct and that consequently, such persons will be required to comply with all applicable provisions of the Code of Conduct and the SEBI Regulations, till such information remains UPSI.

Appropriate records of all wall crossings will be maintained by the Compliance Officer of the Company and information related to such persons who are wall crossed/received UPSI will be updated in the structured digital database of the company along with the reasons for crossing the wall. Further, the Compliance Officer will be informed of all instances wherein a person has been wall-crossed (at the time of such wall – crossing), in accordance with the procedure set out above, so as to enable the Compliance Officer to maintain appropriate records in this regard.

**ROLES & RESPONSIBILITIES UNDER THIS CODE OF CONDUCT:**

**Compliance Officer:**

The Compliance Officer shall review the trading plans to assess whether such plans would have any potential for violation of the Insider Trading 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 such plans.

The Compliance Officer shall provide periodic reports to the Chairman of the Audit Committee and the Board of the Company, including all the details of the Trading in Securities of the Company by Designated Persons and the accompanying documents, as may be necessary. Such reports shall also include details that would facilitate the Audit Committee and the Board to review compliance with Insider Trading Regulations and enable them to verify that the systems for internal control are adequate and operating effectively. The Compliance officer may put up the report on the following matters:

- Window Closure Period;
- Trading Plan;
- Pre-clearances application;
- Disclosure to Stock Exchanges;
- Review of compliance with the provisions of Prohibition of Insider Trading Regulations and verification of the systems for internal control for their adequacy and operating efficiency

The Compliance Officer inter-alia shall be responsible for:



	<p>Compliance of policies, procedures, maintenance of records, monitoring adherence to the code of conduct for the preservation of UPSI, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the company.</p> <p>Maintenance of records of disclosures made under this Code of Conduct and as per the requirements mentioned under the Regulations for a minimum period of 5 (Five) years.</p> <p>determine in consultation with the Managing Director, the Designated Persons based on the role and function of such employee in the Company and the access that such role and function would provide to Unpublished Price Sensitive Information;</p> <p>update, maintain and monitor the Structured Digital Database containing the details of Designated Persons and Insiders with whom any Unpublished Price Sensitive Information has been shared or who may have access to any Unpublished Price Sensitive Information of the Company, in the ordinary course of business and for Legitimate Purpose or in relation to substantial transactions involving takeovers, mergers or acquisitions or any other purpose in accordance with this Code of Conduct;</p> <p>give notice to Insiders through the online software called structured digital database maintained by the company with whom Unpublished Price Sensitive Information has been shared for Legitimate Purpose.</p> <p>assist the Managing Director to put in place adequate and effective system of internal controls to ensure compliance with the requirements of the Regulation 9A of the Insider Trading Regulations; and</p> <p>assist the formulation and monitor the policy and procedures for inquiry in case of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information.</p> <p>The Compliance Officer in consultation with the Chairman of the Audit Committee shall have the power to set forth any additional guidelines or procedures required for maintaining adequate and effective internal controls under this Code of Conduct and ensuring compliance with the Insider Trading Regulations.</p> <p>The Compliance Officer may engage external consultants, advisors or experts for putting in place an IT-enabled software or system to automate the compliances under this Code including seeking disclosures and undertakings from Designated Persons and Insiders, sending intimations to such persons regarding Closure of Trading Window, etc.</p>
<b>Designated Persons</b>	<p>No Designated Person shall:</p> <p>Communicate, provide, or allow access to any UPSI related to the Company or its securities, to any person (including other Designated Persons), except in furtherance of legitimate purpose, performance of duties, or discharge of legal obligation(s) as defined under the SEBI Regulations.</p> <p>Procure from, or cause communication, by any Designated Person,</p>



	<p>of UPSI related to the Company or its securities, except in furtherance of legitimate purpose, performance of duties or discharge of legal obligation(s) as defined under the SEBI Regulations.</p> <p>Provided that the Designated Person may communicate, provide, or allow access to any UPSI only on need-to-know basis, in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, as permitted under the SEBI Regulations</p> <p>Determination of legitimate purposes forms part of the Company’s Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. The decision of the Company on what constitutes ‘legitimate purpose’ / ‘fair disclosure’ shall be final and binding.</p>
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**INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING:**

The Managing Director in consultation with the Compliance Officer shall put in place adequate and effective system of internal controls to ensure compliance with the Code of Conduct and the Insider Trading Regulation, including ensuring *inter-alia* the following:

- a. Identification of employees having access to Unpublished Price Sensitive Information as Designated Persons and Updation of necessary information pertaining to these Designated Persons in the Structured Digital Database of the Company;
- b. Identification, preservation, and maintenance of confidentiality of Unpublished Price Sensitive Information until it becomes Generally Available Information in accordance with the Insider Trading Regulations;
- c. Restriction on communication and procurement of Unpublished Price Sensitive Information as per this Code of Conduct and the Insider Trading Regulations;
- d. Maintenance of Structured Digital Database containing names of all Designated Persons and other persons with whom Unpublished Price Sensitive Information is shared and confidentiality agreements signed, or notices sent / served on Designated Persons or other persons with whom Unpublished Price Sensitive Information is shared for the purpose of maintaining confidentiality and abiding by their non-disclosure obligation;
- e. Compliance of this Code of Conduct and Insider Trading Regulations;
- f. Periodic reporting to Audit Committee and the Board; and
- g. Any other matter required for compliance with the Insider Trading Regulations.

The Compliance Officer in consultation with the Chairman of Audit Committee shall have the power to set forth any additional guidelines or procedures required for maintaining adequate and effective internal controls under this Code of Conduct and ensuring compliance with the Insider Trading Regulations.

**INTERNAL CONTROL SYSTEM**

There shall be adequate and effective system of internal controls to ensure compliance with the requirements given in this Code of Conduct and SEBI Regulations to prevent Insider Trading. The internal controls shall include:

- Identifying persons who have access to, or are expected to have access to UPSI, as Designated Persons;
- Identifying UPSI and maintaining its confidentiality as required under applicable laws;
- Putting in place adequate restrictions on communication, or procurement of UPSI;
- Maintaining a list of all persons with whom UPSI is shared and making them aware of their confidentiality and other obligations under the Code;
- Periodic review

<b>Penalty for Contravention for Code of Conduct:</b>	<p>An Insider who acts in contravention of this Code of Conduct shall be liable to have his services or relationship with the Company, as the case maybe, terminated.</p> <p>1. Directors, Officers and employees of the Company who</p>
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	<p>violate this code of conduct shall be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery and ineligibility for future participation in the Company's stock option plans or termination.</p> <p>2. The SEBI or any other appropriate regulatory authority would also be informed of the violation of these Rules so that appropriate action may be taken.</p>
<b>Review of Code of Conduct:</b>	<p>The Audit Committee and the Board of Directors shall be empowered to amend, modify, interpret this Code of Conduct and such Code of Conduct shall be effective from such date that the Board may notify in this behalf.</p> <p>Any subsequent amendment/modification in the SEBI Regulations and Companies Act, 2013 and/or the Listing Regulations and/or other applicable laws in this regard shall automatically apply to this Code of Conduct.</p>
<b>Miscellaneous:</b>	<ol style="list-style-type: none"><li>1. The Board of Directors shall be empowered to amend, modify, interpret this Code of Conduct and such Code of Conduct shall be effective from such date that the Board may notify in this behalf.</li><li>2. The Compliance Officer shall provide the Audit Committee of the Board, on a quarterly basis, all the details of Trading in securities by the Designated Persons including any violations of the Code of Conduct.</li><li>3. The Company shall require all Connected Persons to formulate and adhere to a code of conduct to achieve compliance with the same. In case such persons observe that there has been a violation of this Code of Conduct, then they shall inform the Board of Directors of the Company promptly.</li><li>4. The Company has in place Whistle Blower mechanism enabling effective stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices. The Whistle Blower may report leak of UPSI and on the basis of reporting by way the Protected Disclosures as specified in the Whistle Blower policy of the Company.</li></ol>





**DISCLAIMER:**

If any rules under the Code of Conduct are in conflict with or inconsistent with the Regulations as amended from time to time, then the Regulations as modified/ amended from time to time, shall prevail and shall deemed to have been included in this Code of Conduct.

This policy is only internal code of conduct and one of the measures to avoid insider trading. Every insider is required to familiarize himself with the PIT Regulations as it will be the responsibility of each insider to ensure compliance of this Code of Conduct, PIT Regulations and other related statutes fully.

**For Konstelec Engineers Limited.**

s/d-  
Biharilal Ravilal Shah  
Chairman cum Managing Director  
DIN: 00337318

s/d-  
Amish Biharilal Shah  
Whole Time Director  
DIN: 01415766

Date: 16/10/2023  
Place: Mumbai



**POLICY ON PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

**Background:**

SEBI Regulations, in terms of Regulation 9A(5), requires the Board to formulate policies and procedures for inquiry in case of leak/suspected leak of UPSI.

Any inquiry into any actual or suspected leak of UPSI needs to be tailored to the facts and circumstances of each such instance. Given that it is not possible to provide a standard operating procedure applicable while enquiring into each such instance of leak/ suspected leak of UPSI, this policy sets out the broad principles that the Board will follow while inquiring into cases of actual or suspected leak of UPSI.

**Objective:**

- To strengthen the internal control system to prevent leak of UPSI;
- To restrict and prohibit the practice of sharing of UPSI, with the un-authorized person, which originates from within the company and which affects the market price of the Company as well as loss of reputation and investors' / financiers' confidence in the company;
- To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee & Designated Persons with any person, firm, Company or Body Corporate;
- To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the Securities and Exchange Board of India ("SEBI") promptly;
- To take disciplinary actions, if deemed fit against any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy, apart from any action that SEBI may initiate/take against the Insider, Employee & Designated Persons.

**Scope:**

The Policy shall be applicable to all the Insiders as defined under the Code of Conduct. The Committee shall implement the procedures under this Policy for initiating inquiry in case of leak or suspected leak of UPSI and inform SEBI and the Stock Exchanges promptly of such leaks, inquiries and outcome of such inquiries.

<b>Sharing of UPSI:</b>	<ol style="list-style-type: none"> <li>1. A person who is covered under the Code of Conduct and who is in possession of or having access to the UPSI, shall share the UPSI only for legitimate purposes, performance of duties or discharge of legal or statutory obligations, in adherence to the Code of Conduct.</li> <li>2. When any UPSI is shared, it must be recorded in the Structured Digital Database of the Company in the manner as prescribed in the Code of Conduct.</li> <li>3. Any non-compliance with sub clauses above will be construed as leakage of UPSI.</li> </ol>
<b>Inquiry Committee:</b>	<p>The Inquiry Committee shall consist of minimum 3 (three) Members. The Inquiry Committee shall consist of the following person(s):</p> <ul style="list-style-type: none"> <li>- Chief Financial Officer</li> <li>- Compliance Officer</li> <li>- Head of Human Resource Department</li> <li>- Any other person(s) as may be appointed by the Boards</li> </ul>



	<p>Inquiry Committee may seek advice of any other person as it may deem fit for completion of any inquiry. If any member of the Inquiry Committee has a conflict of interest in any given case, then he/she should recuse himself/herself, and other members of the Inquiry Committee shall deal with the matter.</p>
<b>Duties of Compliance Officer:</b>	<p>The Compliance Officer shall be responsible for:</p> <ul style="list-style-type: none"><li>- Overseeing the Compliance of this Policy;</li><li>- Informing the Board of Directors about any incident of the actual or suspected leak of UPSI; and</li><li>- Reporting the incident of the actual or suspected leak of UPSI to SEBI and Stock Exchanges and outcome of the preliminary and detailed inquiry.</li></ul>
<b>Duties of the Inquiry Committee:</b>	<p>The Inquiry Committee shall be responsible:</p> <ul style="list-style-type: none"><li>- To conduct inquiry to ascertain the truth or otherwise, contained in the information or complaint pertaining to the actual or suspected leak of UPSI;</li><li>- To authorize any person(s) to collect necessary evidence;</li><li>- To keep the identity of the Suspect confidential till the completion of inquiry unless it is essentially required for the purpose of investigation;</li><li>- To provide opportunity of being heard to the Suspect, during the inquiry proceedings; and</li><li>- To notify the Suspect of the allegations at the outset of an internal investigation and provide him with the opportunity to represent his case himself and submit evidence.</li></ul>
<b>Powers of the Inquiry Committee:</b>	<p>For the purpose of conducting an inquiry, the Inquiry Committee may:</p> <ul style="list-style-type: none"><li>i) Call upon<ul style="list-style-type: none"><li>• Persons to seek clarification or information pertaining to the leak;</li><li>• Person(s) involved in originating, processing and dissemination of relevant information;</li><li>• Person(s) who had access to the information;</li><li>• Any market intermediaries, fiduciaries and other person(s)/entity(ies) who have access to UPSI.</li></ul></li><li>ii) At its discretion, invite external investigators / experts.</li><li>iii) Take interim actions including sending the Suspect on leave, restrict physical access to any records or premises, freeze access to computer systems, electronic devices or emails, etc., during the pendency of the Inquiry.</li><li>iv) To take disciplinary action thereon including the wage freeze, suspension, recovery, termination etc.</li><li>v) Do all such acts, deeds, matters and things as are necessary for the purpose of the conduct of the Inquiry.</li></ul>



**Procedure for inquiry in case of Leak or Suspected Leak of UPSI:**

The Inquiry Committee shall upon receipt of written complaint or becoming aware or otherwise, of actual or suspected leak of UPSI of the Company shall follow the below mentioned procedure in order to inquire and/or otherwise investigate the matter:

**1. Source of information relating to the Leak of UPSI:**

Any member of the Inquiry Committee shall, on becoming aware suo-moto or on receipt of an intimation of a leak or suspected leak of UPSI from:

- The Suspect; or
- Any other person; or
- Regulators,

Follow the below-mentioned procedure in order to inquire the matter.

**2. To take cognizance of the matter:**

The Inquiry Committee shall meet within a period of 2 (two) working days after receipt of the information or becoming aware of actual or suspected leak of UPSI, take cognizance of the matter and decide as follows:

- i. If it is found that the allegation is frivolous, not maintainable or outside the scope, the same may be dismissed.
- ii. If it is found that the issue requires further investigation, Preliminary Inquiry may be initiated.

**3. Preliminary Inquiry:**

The object of preliminary inquiry is to establish prima facie case based on the information or complaint about leak or suspected leak of UPSI. The person authorized by the Inquiry committee shall ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and collect necessary available material in support of the allegations, and thereafter decide whether there is justification to initiate further inquiry.

**4. Report of Preliminary Inquiry to the Inquiry Committee:**

The Person(s) appointed/authorized to inquire the matter of actual or suspected leak of UPSI shall submit his/her report to the Inquiry Committee within 7 days from the date of his appointment on this behalf.

**5. Dismissal of Enquiry**

In the event, the Inquiry Committee considers the complaint or information baseless or frivolous, it shall dismiss the Inquiry. The Compliance Officer shall intimate SEBI and the Stock Exchanges about such Leak or suspected Leak of UPSI.

**6. Detailed Inquiry:**

If the prima facie is established, the Inquiry Committee shall proceed to conduct a detailed inquiry. The Inquiry Committee shall appoint and/ or authorize the Compliance Officer or any other person(s) as it may deem fit, to collect the relevant facts, materials and documents substantiating actual or suspected leak of UPSI. The Inquiry Committee shall complete the inquiry within 15 (fifteen) working days or period of time as reasonably deemed fit by the Inquiry Committee from the date of receipt of such intimation. The Inquiry Committee shall submit its decision thereof along with its recommendation of any disciplinary or other actions as may be necessary.

**7. Found of Guilty**

If the Inquiry committee forms an opinion that such person(s) is/are guilty of leak of UPSI or suspected leak of UPSI, then it will order for necessary Disciplinary Action, which will be in addition to the penal provisions stated under SEBI Insider Trading Regulations and any other statutory enactments, as applicable.

**8. Further Compliance**

The Compliance Officer shall simultaneously intimate SEBI and the Stock Exchanges about such Leak or suspected Leak of UPSI.



<b>Rights and Obligations of the Suspect:</b>	<p>i) The Suspect shall:</p> <ul style="list-style-type: none"><li>• Co-operate with the Inquiry Committee during the inquiry process</li><li>• Provide necessary clarification and material in his defense.</li></ul> <p>ii) The Suspect has the responsibility to keep the inquiry proceedings confidential and not to interfere with the inquiry. Evidence shall not be withheld, destroyed or tampered with and witnesses shall not be influenced, coached, threatened or intimidated by the Suspect.</p> <p>iii) No allegation of wrongdoing against a Suspect shall be considered as maintainable unless there is evidence in support of the allegation as may be determined by the Inquiry Committee.</p> <p>iv) Be informed of the outcome of the Inquiry.</p>
<b>Disciplinary Action</b>	The Disciplinary Action(s) shall include wage freeze, suspension, recovery, claw back, termination etc., as may be decided by the Members of the inquiry Committee, in addition to the action to be initiated by the SEBI, if any
<b>Disclosure of Actual/Suspected Leak of UPSI:</b>	The Compliance Officer shall inform SEBI promptly of such leaks, inquiries and the results of such inquiries.

**Amendments in Law:**

Any subsequent amendment/modification in the SEBI Regulations, Companies Act, 2013 and/or the Listing Regulations and/or other applicable laws in this regard shall automatically apply to this Policy.

**For Konstelec Engineers Limited**

s/d-  
Biharilal Ravilal Shah  
Chairman cum Managing Director  
DIN: 00337318

s/d-  
Amish Biharilal Shah  
Whole Time Director  
DIN: 01415766

Date: 16/10/2023  
Place: Mumbai



**ANNEXURE-I  
FORMAT FOR TRADING PLAN**

**Date:**

To,  
The Compliance Officer,  
Konstelec Engineers Limited,  
308, Creative Industrial Estate,  
Sunder Nagar Lane No. 2,  
Kalina, Santacruz East,  
Mumbai, Maharashtra, India, 400098  
ISIN: INE0QEI01011

**Dear Sir/Madam,**

I, \_\_\_\_\_, in my capacity as \_\_\_\_\_ of the Company hereby submit the trading plan with respect to trading in securities of the Company for a total period of 12 months from \_\_\_\_\_ to \_\_\_\_\_.

<b>DP ID/CLIENT ID/ FOLIO NO.</b>	<b>TYPE OF SECURITY</b>	<b>NATURE OF TRADE (Buy/Sell)</b>	<b>PROPOSED DATE/TIME PERIOD OF TRADE</b>	<b>NO. /TOTAL AMOUNT OF SECURITIES PROPOSED TO BE TRADED</b>

With respect to above trading plan, I hereby undertake that I shall:

1. Not entail commencement of trading on behalf of the insider earlier than 06 months from the public disclosure of the plan.
2. 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 financial results for the said period;
3. Not commence the trading as per above plan if the Unpublished Price Sensitive Information which is in my possession at present, does not come into public domain till the time of commencement of trading plan & shall defer the commencement of trading plan till such information becomes generally available.
4. Not tender any other trading plan for the period for which the above trading plan is already in force; and
5. Not entail trading in securities for market abuse.
6. Provide such additional information/clarification as may be necessary to enable assessment for the Trading plan and to approve and monitor the implementation of the same.

\_\_\_\_\_  
**Signature**

**Name:** \_\_\_\_\_

**Date:** \_\_\_\_\_



**ANNEXURE-II  
APPLICATION FOR PRE- CLEARANCE APPROVAL**

To,  
The Compliance Officer,  
Konstelec Engineers Limited,  
308, Creative Industrial Estate,  
Sunder Nagar Lane No. 2,  
Kalina, Santacruz East,  
Mumbai-400098, Maharashtra, India,  
ISIN: INE0QEI01011

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

Name of the applicant	[●]
Designation	[●]
Number of securities and type held in the Company as on the date	[●]
Folio No / DP ID / Client ID	[●]
The proposal is for	a. Purchase of Securities b. Subscription to securities c. Sale of securities
Proposed date of trading in securities	[●]
Estimated number of securities proposed to be purchased / subscribed / sold	[●]
Current market price (as on the date of this application)	[●]
Whether proposed transaction will be through stock exchange or off-market trade	[●]
Folio No / DP ID / Client ID where the securities will be credited	[●]

I enclose herewith the undertaking signed by me.

\_\_\_\_\_  
**Signature**

**Name:** \_\_\_\_\_

**Date:** \_\_\_\_\_



**ANNEXURE-III  
UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-  
CLEARANCE APPROVAL**

To,  
The Compliance Officer,  
Konstelec Engineers Limited,  
308, Creative Industrial Estate,  
Sunder Nagar Lane No. 2,  
Kalina, Santacruz East,  
Mumbai-400098, Maharashtra, India,  
ISIN: INEQEI01011

I \_\_\_\_\_ of the Company residing at \_\_\_\_\_ desirous of trading 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 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 from trading in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Rules 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.

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:** \_\_\_\_\_





**ANNEXURE-IV  
DISCLOSURE OF TRANSACTIONS**

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

To,  
The Compliance Officer,  
Konstelec Engineers Limited,  
308, Creative Industrial Estate,  
Sunder Nagar Lane No. 2,  
Kalina, Santacruz East,  
Mumbai, Maharashtra, India, 400098  
**ISIN: INE0QEI01011**

Dear Sir/Madam,

I hereby report that; I have dealt in the securities of the company as tabulated below:

Sr. No.	DP ID/ Client ID/ Folio No. Name of holder	Date of Transaction	Name	Number of securities	Acquired/Sold	Total Equity Shares as on reporting date
[•]	[•]	[•]	[•]	[•]	[•]	[•]
[•]	[•]	[•]	[•]	[•]	[•]	[•]

I hereby report that I have not dealt in the Equity Shares of the Company as per my application of preclearance of trade dated \_\_\_\_\_ and as approved by you on \_\_\_\_\_ due to the below mentioned reasons:

1. [•]
2. [•]

I hereby 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:** \_\_\_\_\_

**Designation:** \_\_\_\_\_

**Date:** \_\_\_\_\_



**ANNEXURE-V  
FORM B**

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7(1)(b) read with Regulation 6(2) – Disclosure on becoming a directors/KMP/Promoter/  
member of the promoter group]

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, DIN/CIN & address with contact nos.	Category of persons (Promoters/KMP/ Directors/ immediate relatives/ others, etc.)	Securities held at the time of becoming Promoter/appointment of Directors/KMP/ member of the promoter group		% of shareholding
		Type of security (e.g. Shares, Warrants, Convertible Debentures, etc.)	Nos.	
[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]

*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 of the company held on appointment of Key Managerial Personnel (KMP), Director or upon becoming a promoter/member of the promoter group as mentioned in Regulation 6(2)**

Open Interest of future contracts held at the time of becoming Promoter or member of the promoter group/appointment of Directors/KMP/			Open interest of the option contracts held at the time of becoming Promoter or member of the promoter group/appointment of Directors/KMP/		
Contract Specifications	Number of units (contracts*lot size)	Nominal value in Rupee terms	Contract Specifications	Number of units (contracts*lot size)	Nominal value in Rupee terms
[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]

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

Name & Signature: \_\_\_\_\_

Designation: \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_



**ANNEXURE- VI  
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 changes in holding of Securities of Promoter, member of the Promoter group, Designated Person and Director of a listed company and other such persons as mentioned in Regulation 6 (2)**

Name, PAN, DIN / CIN & Address with contact no.	Category of person (Promoters / member of the Promoter group KMP/ Director / 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 / sale of shares		Date of intimation to company	Mode of acquisition / disposal (on market/public/rights /preferential offer/ off market, inter-se transfers/ ESOPs, etc.)
		Type of Security (e.g. Shares, Warrants, Convertible Debentures, etc.)	No.&%of shareholding	Type of Security (e.g. Shares, Warrants, Convertible Debentures, etc.)	Nos.	Value	Type of Security (e.g. Shares, Warrants, Convertible Debentures, etc.)	No.&%of shareholding	From	To		
[●]	[●]	[●]		[●]			[●]		[●]		[●]	[●]
[●]	[●]	[●]		[●]			[●]		[●]		[●]	[●]



**Details of trading in the derivatives of the company by Promoter, member of the Promoter group, and Director of a listed company and of her 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)	
[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]

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

Signature \_\_\_\_\_

Name: \_\_\_\_\_

Designation: \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_





b.	Held by the Immediate Relative / person with whom Designated Person shares Material Financial Relationship				
	Name of Immediate Relative				
	Relationship				
	PAN (in case of PAN is not available, any other identifier Authorized bylaw)				
	No. of Securities	Type of Security	Folio No(s),if held In physical form:	If held in Demat form	
			DPID	Client ID	

**Notes:**

- **Immediate Relative** includes spouse, parent, sibling and their children or of the spouse, any of whom is either dependent financially on them, or consults them in taking decisions relating to Trading in Securities.
- **Material Financial Relationship** means a relationship in which one person is a recipient of any kind of payment such as byway of a loan or gift during the immediately preceding 12 months, equivalent to at least 25% of such payer's annual income but shall exclude relationship in which payment is based on arm's length transaction

\_\_\_\_\_  
Signature



**ANNEXURE-VIII**

**FORM D**

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7(3) – Transactions by the other connected persons as identified by the company]

Name of the company: [●]

ISIN of the company: [●]

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

Name, PAN, DIN/CIN & Address with Contact no. of other connected Persons as Identified by the company	Connection with the 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		Date of intimation to company	Mode of acquisition/ Disposal (on market/ public/rights/ preferential offer/ off Market ,inter-Se transfers/ ESOPs, etc.)
		Type of Security(e.g. Shares, Warrants, Convertible Debentures, etc.)	No.&% of shareholding	Type Of security (e.g. Shares, Warrants, Convertible Debentures, etc)	Nos.	Value	Type of security (e.g. Shares, Warrants, Convertible Debentures, etc)	No.&% of shareholding	From	To		
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]



**Details of trading in the derivatives of the company by the 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)	
[•]	[•]	[•]	[•]	[•]	[•]	[•]
[•]	[•]	[•]	[•]	[•]	[•]	[•]

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

\_\_\_\_\_  
Signature  
Name: \_\_\_\_\_  
Designation: \_\_\_\_\_  
Date: \_\_\_\_\_  
Place: \_\_\_\_\_