

**Code of Internal Procedures and Conduct for Regulating,
Monitoring and Reporting of Trading by Insiders**

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

PROLOGUE

The Code is in accordance with the relevant provisions of **The SEBI [Prohibition of Insider Trading] Regulations, 2015**, This Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders will be known as “Shanti Educational Initiatives Limited (SEIL) Code of Conduct for Prohibition of Insider Trading”, hereinafter referred as ‘Code’

OBJECTIVE OF THE CODE

- ✓ To prevent insider trading by prohibiting dealing through, communicating or counselling on matters relating to insider trading.
- ✓ To preserve the confidentiality of unpublished price sensitive information in order to prevent misuse of such information.
- ✓ To remain committed to transparency & fairness in dealing with all stakeholders & in ensuring adherence to all the applicable laws & regulations.

CO-ORDINATING DISCLOSURE

The Board has designated Company Secretary as Compliance Officer who would be responsible to ensure timely, adequate, uniform and universal dissemination of information and disclosure of Unpublished Price Sensitive Information [UPSI] pursuant to this Code as required under the Regulations so as to avoid selective disclosure.

ROLE OF COMPLIANCE OFFICER

- a) The Compliance Officer shall report to the MD and Board of Directors as the case may be.
- b) The Compliance Officer shall be responsible to review the trading plan, to assess whether the plan would have any potential for violation of these 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.
- c) The Compliance Officer shall maintain a record and declarations of Directors & Designated Employees and any changes made thereto.
- d) All disclosure/dissemination of any unpublished price sensitive information [UPSI save and except disclosure required to be made under any law or under this Code] on behalf of the Company shall

be first marked to the Compliance Officer, for approval. Any such information shall be made public or published on behalf of the Company only if the same is approved by MD of the Company. In case of doubt, the Compliance Officer, shall consult and seek approval of the MD and Board of Directors before dissemination of such information.

- e) Audit committee shall review policy and compliance once in a year

TRADING PLAN

All the Directors, KMPs, Designated Employees and Connected persons of SEIL shall be subject to trading restrictions as enumerated below:

- Not entail commencement of trading earlier than six months from the public disclosure of the plan;
- Not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- Entail trading for a period of not less than twelve months;
- Not entail overlap of any period for which another trading plan is already in existence;
- 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
- Not entails trading in securities for market abuse.
- Pre-clearance of trades shall not be required for a trade executed as per approved trading plan.

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.

Upon approval of the Trading Plan, the Chief Investor Relations Officer shall notify the plan to the stock exchanges on which the securities are listed.

DISCLOSURES OF TRADING

- Every disclosure shall be made in such form as specified.
- The disclosures shall be made by such person's immediate relatives, and by any other person for whom such person take trading decisions.
- The disclosures made shall be maintained by the company, for a minimum period of five year, in such form as may be specified.
- Initial Disclosures – Every Promoters, KMP's and Directors shall disclose holding of securities of the 'SEIL' as on the date of these regulations.
- Continual Disclosures - Every Promoters, KMP's and Directors shall disclose to 'SEIL' the number of such securities acquired or

disposed of within two trading days of such transactions 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 Ten Thousand Rupees. Such trading will be promptly be intimated to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

- Code of practices and procedures for Fair Disclosure of unpublished price sensitive information and there amendment thereto, shall be published on official website.

PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT

- In case of any violation of Code, a corporate action will be taken by the Board in accordance with the act and punishment be awarded, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.

**Policy and procedures for inquiry in case of leak of
Unpublished price sensitive information**

[Pursuant to Reg.9A (5) of SEBI (Prohibition of Insider Trading) Regulations,
2015]

Effective from 1st April, 2019

LEXICON	
“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 include but not restricted to, information relating the following: <ul style="list-style-type: none"> - Financial results; - Dividends; - Change in capital structure; - Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; - Changes in key managerial personnel.
“Insider”	
	Means any person who is: <ul style="list-style-type: none"> - a connected person; of - in possession of or having access to unpublished price sensitive information
“Internal controls” includes;	
	<ul style="list-style-type: none"> - all employees who have access to UPSI are identified as designated employee - all the UPSI shall be identified and its confidentiality shall be maintained - adequate restrictions shall be place on communication - Confidentiality agreements shall be signed or notice be served to all such employees and persons - Periodic review to evaluate effectiveness by Audit Committee
“Disciplinary Action”	
	means any action that can be taken on the completion of / during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
“Disclosure of UPSI”	
	means a concern raised by a written communication made in good faith that discloses of UPSI information it entail an obligation to make an open offer under the takeover regulations where the board of

	directors of the company is on opinion that sharing of such information is in the best interests of the Company.
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SCOPE OF THE POLICY

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| | <ul style="list-style-type: none"> - The policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company; - This policy is an extension of the SEIL - Code of Internal Procedures and Conduct for Regulating Monitoring and Reporting of Trading by Insiders; - Insiders should not act on their own in conducting any investigation activities; - Any untrue allegations will not be taken up and investigated and appropriate action will be taken for the same; - Appropriate and fair enquires and verification on market rumours; |
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INVESTIGATION AND PROCEDURE OF INQUIRY

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| | <ul style="list-style-type: none"> - Board of Directors authorise immediate superior of the department and Company secretary & compliance Officer of the Company to initiate appropriate inquiries on becoming aware of leak of UPSI or suspected leak of UPSI and inform the Board promptly of such leaks, inquiries and results of such inquiries. - How to Report;
You must report all suspected violations to <ul style="list-style-type: none"> i. Your Immediate Superior ii. CS and Compliance Officer ; at info@seil.edu.in <p>If you have reason to believe that your immediate supervisor or the Compliance Officer is involved in the suspected violation, your report may be made to the Audit Committee of SEIL at its Corporate Office:</p> <p>Chairman Audit Committee
6th Floor, Mondeal Square, A Wing,
Pralhadnagar, Ahmedabad – 380015.</p> <ul style="list-style-type: none"> - The investigation shall be completed normally within 45 days of the receipt of the complaint - If it is not completed within 45 days, Compliance office shall provide proper explanations to the Chairman of the Audit Committee for the delay. - Failure to report any reasonable belief that a violation has occurred or is occurring is itself a violation of this Policy and such failure will be addressed with appropriate disciplinary action, including possible termination of employment. - All reports under this Policy will be promptly and appropriately investigated and all information disclosed during the course of the investigation will remain confidential, except as necessary to |
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	<p>conduct the investigation and take any remedial action, in accordance with applicable law.</p> <ul style="list-style-type: none"> - Everyone working for or with the Company, should cooperate in the investigation of reports of violations - Failure to cooperate in an investigation or deliberately providing false information during an investigation can be the basis for disciplinary action, including termination of employment. - If, at the conclusion of investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offense. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of Company policy. - All documents related to reporting, investigation and enforcement pursuant to this Policy shall be kept in accordance with the Company's record retention policy and applicable law
REVISION	
	<p>The Audit Committee or the Board of Directors of Shanti Educational Initiatives Limited can modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with central, state or local regulations and/or accommodate organizational changes within the Company.</p>

Policy for Determination of “Legitimate Purposes”

[Pursuant to Reg.3 (2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

Effective from April 01, 2019

CONNOTATION

“Legitimate purpose”

Shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professional or other advisors or consultants, which sharing carried out to evade or circumvent the prohibitions of these regulations.

“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 include but not restricted to, information relating the following:

- Financial results;
- Dividends;
- Change in capital structure;
- Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- Changes in key managerial personnel.

“Insider”

Means any person who is:

- a connected person; of
- in possession of or having access to unpublished price sensitive information

COMMUNICATION OR PROCUREMENT OF UPSI

- ✓ Notice shall be given to all such persons to maintain confidentiality of such UPSI;
- ✓ UPSI may be communicated, where the board of directors is of opinion that sharing of such information is in the best interest of the company, in connection with a transaction that would entail an obligation to make an open offer under the takeover regulation;
- ✓ The board of directors and parties execute agreement to contract confidentiality shall not trade in securities of the company when in possession of UPSI;
- ✓ Board of directors shall ensure structured digital data base is

maintained with time stamping along with Permanent Account number or any other identification of authorized by law where PAN is not available;

CODE OF FAIR DISCLOSURE AND CONDUCT

- ✓ Shall formulate and publish on its official website, a code of practices and procedures for fair disclosure of UPSI;
- ✓ Every amendment shall be promptly be intimated to Stock Exchange;
- ✓ Shall ensure uniform and universal dissemination of UPSI;
- ✓ Company Secretary and compliance officer of the company duly authorised to deal with dissemination of information and disclosure of UPSI;
- ✓ Appropriate and fair response to queries;
- ✓ Information shared with analysts and research personnel shall not be UPSI;
- ✓ Summaries of proceedings of meetings with analysts and other investor conferences be disseminated of official website.
- ✓ Handling of all unpublished price sensitive information on a need-to know basis.