



CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING
AND CODE OF PRACTICES AND PROCEDURES FOR FAIR
DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

NEELKANTH LIMITED- CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING AND CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Securities and Exchange Board of India (hereinafter referred to as "SEBI" has promulgated the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

The objective of the Regulations is to prevent Insider Trading by prohibiting trading, communicating, counseling or procuring Unpublished Price Sensitive Information. Insider Trading is an unethical practice resorted to by those in power and privy to certain unpublished price sensitive information relating to a company to profit at the expense of the general investors who do not have access to such information.

Neelkanth Limited (hereinafter referred to as the "**Company**") has framed "THE CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING" (hereinafter referred to as Code) which is binding on the Designated Persons and their immediate relatives during the course of performance of their duties. This Code is in line with the policy of the Company to implement and practice the Principles of Corporate Governance based on fairness, transparency, integrity, honesty and accountability, consistently being followed by the Company in all its business practices and dealings. The Company recognizes that strict observance of the Code is a basic pre-requisite for ensuring full confidentiality of all "Unpublished Price Sensitive Information" and to build general investor confidence and stakeholder credibility. Unless otherwise stated, this policy applies to all the Directors, Officers and Designated Employees of the Company along with their relatives.

Further, the Company has adopted the "CODE FOR CORPORATE DISCLOSURE PRACTICES FOR PROHIBITION OF INSIDER TRADING" to ensure timely and adequate disclosure of Price Sensitive Information with special reference to analysts, institutional investors etc.

"THE CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING" and the "CODE FOR CORPORATE DISCLOSURE PRACTICES FOR PROHIBITION OF INSIDER TRADING" are hereinafter referred to as the **Code of Conduct**.

The Code of Conduct shall also be uploaded on the website of the Company at <https://www.rtexports.com/>.

The following terms and phrases as used anywhere in this Code of Conduct shall be interpreted to convey the meaning ascribed to them hereunder:

1. Applicability:

This code shall be applicable to all the Directors, Officers and Designated Employees of the Company along with their relatives.

2. Audit Committee:

Audit Committee means Audit Committee of the Board constituted under the Companies Act, 2013.

3. Board of Directors:

“Board” or “Board of Directors” means the Board of Directors of the Company including any committee of the Board.

4. Company:

“Company” means Neelkanth Limited.

5. Compliance Officer:

“Compliance Officer” means the Company Secretary of Neelkanth Limited or such other senior officer designated so by the Board of Directors of the Company from time to time.

6. Connected Person:

Connected Person means:

- (i) any person who is 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.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -
 - a. an 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 per cent. of the holding or interest;

It is intended that a connected person is one who has a connection with the company that is expected to put him in possession of unpublished price sensitive information. Immediate relatives and other categories of persons specified above are also presumed to be connected persons but such a presumption is a deeming legal fiction and is rebuttable. This definition is also intended to bring into its ambit persons who may not seemingly occupy any position in a company but are in regular touch

with the company and its officers and are involved in the know of the company's operations. It is intended to bring within its ambit those who would have access to or could access unpublished price sensitive information about any company or class of companies by virtue of any connection that would put them in possession of unpublished price sensitive information.

7. Contra Trade:

"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."

8. "Designated Persons" means and includes:

- a) all Promoters of the Company;
- b) all Directors of the Company, whether whole-time or not;
- c) all Key Managerial Personnel (KMP);
- d) Senior Management Personnel one level below the Board of Directors of the Company;
- e) Such Employees in the Finance, Accounts, Investor Relations, Marketing Team, Secretarial Department, IT and any other support staff as may be decided by the Board of Directors of the Company in consultation with the Compliance Officer;
- i) Any support staff of listed company, intermediary or fiduciary such as IT staff or secretarial staff who have access to unpublished price sensitive information.

9. "Employee"

"Employee" means and includes permanent employees of the Company (whether or not on probation) including his/her Immediate Relatives;

10. "Generally Available Information"

"Generally Available Information" means information that is accessible to the public on a non-discriminatory basis;

11. Director:

"Director" means a director appointed to the Board of a Company.

12. Immediate Relative:

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

It is intended that the immediate relatives of a "connected person" too become connected persons for purposes of these regulations. Indeed, this is a rebuttable presumption.

13. Insider:

An insider means any person who is:

- a Connected Person or
- In possession of or having access to Unpublished Price Sensitive Information.

Since “generally available information” is defined, it is intended that anyone in possession of or having access to unpublished price sensitive information should be considered an “insider” regardless of how one came in possession of or had access to such information. Various circumstances are provided for such a person to demonstrate that he has not indulged in insider trading. Therefore, this definition is intended to bring within its reach any person who is in receipt of or has access to unpublished price sensitive information. The onus of showing that a certain person was in possession of or had access to unpublished price sensitive information at the time of trading would, therefore, be on the person leveling the charge after which the person who has traded when in possession of or having access to unpublished price sensitive information may demonstrate that he was not in such possession or that he has not traded or or he could not access or that his trading when in possession of such information was squarely covered by the exonerating circumstances.

14. “Insider Trading Regulations” or “Regulations”

“Insider Trading Regulations” or “Regulations” means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time;

15. “Informant”

“Informant” means an individual(s), who voluntarily submits to the Board a Voluntary Information Disclosure Form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under these regulations, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a reward;

16. Key Managerial Personnel:

“Key Managerial Personnel” in relation to a company, means-

- i. the Chief Executive Officer or the Managing Director or the Manager;
- ii. the Whole time director;
- iii. the Chief Financial Officer;
- iv. the Company Secretary and
- v. Such other officer as may be prescribed by the Companies Act, 2013

17. Officer:

Officer includes any Director, Manager or Key Managerial Personnel or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the Directors is or are accustomed to act;

18. Securities:

Securities shall mean the Equity Shares of Rs. 10/- each of the Company and such other securities of the Company issued from time to time as may be specified by the Board of the Company.

19. Trading:

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

20. Unpublished Price Sensitive Information (“UPSI”):

Unpublished price sensitive information" 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:

- i. financial results;
- ii. dividends;
- iii. change in capital structure;
- iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- v. changes in key managerial personnel

DUTIES OF THE COMPLIANCE OFFICER

The Compliance Officer shall be responsible for:

- Setting forth policies in relation to the implementation of the Code of Conduct and the Regulations in consultation with the Board/ Audit Committee.
- Prescribing procedures for various activities referred to in the Code of Conduct and the Regulations.
- Compliance with the policies and procedures referred hereinabove.
- Monitoring adherence to the Regulations for the preservation of UPSI.
- Grant of pre-trading approvals to the Designated Persons for trading in the Company's Securities by them / their Immediate Relatives and monitoring of such trading.
- Implementation of Code of Conduct under the general supervision of the Audit Committee and the overall supervision of the Board of the Company.
- The Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the Regulations and this Code of Conduct.
- The Compliance Officer shall close the trading window for such periods as he/she may deem fit in compliance with the provisions of this code.

The Compliance officer shall maintain a record of designated persons such as Directors, such employees and connected persons including representatives of the auditors, accountancy firms, law firms, analysts, consultants, etc., as identified by the Board and their immediate relatives and changes thereto from time to time. He will also assist the designated persons in addressing any clarifications regarding the Regulations and this Policy/Code.

PROHIBITION ON COMMUNICATING OR PROCURING UPSI

- i. An INSIDER shall not – Communicate, provide, or allow access to any UPSI, relating to the Company or its securities, to any person including other insiders, except to the extent hereinafter mentioned in the Code of Conduct or
- ii. No person shall procure from or cause the communication by an Insider of UPSI, relating to the Company or its securities; or
- iii. An INSIDER shall not - Discuss UPSI in public places, or
- iv. An INSIDER shall not - Disclose UPSI to any Employee who does not need to know the information for discharging his or her duties, or
- v. An INSIDER shall not - Recommend to anyone that they may undertake Trading in Securities of the Company while being in possession, control or knowledge of UPSI, or
- vi. An INSIDER shall not - Be seen or perceived to be Trading in Securities of the Company while in possession of UPSI.

Directors, Officers, Designated Employees and Connected Persons shall maintain the confidentiality of all Price Sensitive Information. Directors, Officers, Designated Employees and Connected Persons shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities. The Specified persons, who are privy to UPSI, shall handle the same strictly on a “need to know” basis. This 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 of 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.

PROHIBITION ON INSIDER TRADING

An Insider shall not, directly or indirectly, –

- i. Trade in securities that are listed or proposed to be listed when in possession of UPSI;
- ii. Trade in securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI.

When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

TRADING WINDOW

1. The Compliance Officer shall notify a ‘trading window’ during which the Designated Persons may trade in the Company’s securities
2. Designated Persons shall not trade in the Company’s securities when the trading window is closed.
3. The trading window shall be closed for all Insiders from the 1st day immediately following the relevant calendar quarter end till the conclusion of 48 hours after disclosure of such quarterly/ annual financial results of the company to stock exchanges.
4. 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 can reasonably be expected to have possession of UPSI, for such periods as determined by the Compliance Officer.
5. The trading window may be re-opened after closure, not earlier than 48 hours after the UPSI in question becomes generally available.

6. Unless otherwise specified by the Compliance Officer, the trading window for Trading in Securities of the Company shall be closed for the Designated Persons when the Compliance Officer determines that a Designated Person or class of Designated Persons are reasonably expected to have Unpublished Price Sensitive Information (UPSI), including for the following purposes:

- Declaration of financial results,
- Declaration of Dividends,
- Change in capital structure,
- Mergers, de-mergers, acquisitions, delisting's, disposals and expansion of business and such other transactions,
- Change in Key Managerial Personnel

The trading window shall be opened 48 hours after the information referred to above become generally available. All the designated persons shall strictly conduct all their Trading in the Securities of the Company only when the Trading Window is open and no Designated person or their immediate relative shall trade in securities of the company during the period the trading window is closed or during any other similar period as may be specified by the Compliance Officer from time to time.

Provided that trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan and/or the transaction is an off-market inter-se transfer between insiders who are in possession of the same unpublished price sensitive information and both parties had made a conscious and informed trade decision and /or the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without and both parties had made a conscious and informed trade decision; and/or the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction and/or 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 and/or and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the Board; and/or transactions which are undertaken in accordance with respective regulations made by the Board such as acquisition by conversion warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer.

TRADING PLANS

Insider who may be perpetually in possession of UPSI are entitled to formulate a trading plan to enable them to plan for trades to be executed in future and present it to the Compliance Officer for approval and public disclosure.

Upon approval of the Trading Plan, the Compliance Officer shall notify the plan to the Stock Exchanges on which the Securities are listed.

The Insiders

1. Shall commence trading under such trading plan only after a period of 6 months has elapsed from the date of public disclosure.

2. Shall not trade for a 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 2nd trading day after the disclosure of such financial results.
3. Shall not be entitled to trade under the trading plan for a period of less than 12 months.
4. Shall not form a trading plan when another trading plan is already in use.
5. Shall either set out the value of trade 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 affected.
6. Shall not use trading plans for trading in securities for market abuse.
7. Shall mandatorily implement the plan without being entitled to either deviate from it or execute any trade outside the scope of the Trading Plan. Thus, the Trading Plan, once published, shall be irrevocable.
8. However, the insider shall not commence trading under trading plan if any Unpublished Price Sensitive Information in his possession at the time of formulation of the plan has not become generally available information at the time of commencement of the plan. In such cases, the Compliance Officer will confirm the commencement ought to be deferred.
9. The Compliance Officer shall review the trading plan to assess whether the plan has the potential for violation of the PIT 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.

PROVIDING ONE TIME INFORMATION

Every Promoter, member of Promoter Group, KMP and Director of the Company shall disclose to the Company in the number of securities held by self or his immediate relative within 30 days of this code coming in to effect.

Every person on appointment as a KMP or as Director of the Company or upon becoming a Promoter or member of the Promoter Group shall disclose to the Company the number of securities held by him or his immediate relatives within 7 days of such appointment or becoming a promoter.

TRADING WINDOW AND PROHIBITION ON DEALING DURING WINDOW CLOSURE

a) The Company shall specify a trading period, to be called “Trading Window”, for trading in the Company’s securities. When the Trading Window is closed, all Designated Employees (including their immediate relatives) and Connected persons shall not trade in the Company’s securities in such period. The trading window shall be closed during the time the information referred to in para (c) is unpublished.

b) The Trading Window is also applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

c) The trading window shall be, inter alia, closed

- From the date of announcement of board meeting for declaration of financial results or as declared by compliance officer;

- From the date of announcement of board meeting for declaration of dividends;
 - From the date of announcement of board meeting held to approve mergers, demergers, takeovers, acquisitions, buy-back, delisting, disposals and expansion of business and such other transactions;
 - From the date of announcement of board meeting held to approve change in capital structure or further issuance of securities by way of public/right/bonus, etc.; From the date of announcement of board meeting held to approve mergers, demergers, takeovers, acquisitions, buy-back, delisting, disposals and expansion of business and such other transactions;
 - From the date of announcement of such material events in accordance with the listing agreement;
 - From the date of announcement of change(s) in key managerial personnel; and
 - For such period and for any such other event as may be deemed fit by the compliance officer.
- d) The time for re-opening of 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 48 hours after the information referred to in para (c) becomes public/ generally available.
- e) All Designated Employees (including their immediate relatives) shall conduct all their dealings in the Securities of the Company only in a valid trading window after procuring preclearance as referred under clause 10 of this Code, or as per approved trading plan and shall not deal in any transaction involving the purchase or sale of the Company's Securities during the periods when trading window is closed, or during any other period as may be specified by the Company from time to time.

PRINCIPLES OF FAIR DISCLOSURE

The Company shall adhere to the following principles to ensure timely and fair disclosure of UPSI:

1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery, as soon as it has credible and concrete information, in order to make such information generally available.
2. Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
4. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information. The Company shall be careful while answering to the queries of analysts. Unanticipated questions shall be taken on notice and a considered response shall be given later.
5. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the Company's website to ensure official confirmation and documentation of disclosures made

6. Handling of all unpublished price sensitive information on a need-to-know basis. Unpublished price sensitive information shall be disclosed to Company officials only after a proper clarification is sought as to the purpose for which the information is needed.

DIGITAL DATABASE OF RECIPIENT OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Compliance Officer or such person as may be designated by the Compliance Officer shall be responsible to maintain a structured digital database of such persons or entities as the case may be with whom information is shared under this regulation, which shall contain the following information;

1. Name of such recipient of unpublished price sensitive information;
2. Name of the Organization or entity to whom the recipient represent;
3. Postal Address and E-mail ID of such recipient;
4. Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available;

AMENDMENT

Any subsequent amendment/modification in the applicable laws in this regard shall automatically apply to this Policy. Any change/amendments to this policy shall be approved by the Managing Director or Whole Time Director.

TRADING PLAN UNDER REGULATION 5 OF SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

To,
The Compliance Officer,
Neelkanth Limited

Dear Sir/ Madam,

Sub: Trading Plan under Regulation 5 of the SEBI (Prohibition of Insider Trading) Regulations, 2015

Pursuant to the provisions of Regulation 5 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Code of Conduct of Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information of the Company, I, _____, undersigned, hereby give my Trading Plan to trade in Equity Shares of the Company, as per the details furnished hereunder:

Name:

Designation:

Organization:

Relation with Neelkanth Limited:

No. of shares held as on date : _____

Name of Depository Participant : _____

DP ID: _____

Client ID: _____

Details of Trades to be executed : _____

No. of Shares held as on date : From: _____ To : _____

Period of Proposed Trades : _____

Quantity of Proposed Trades (No. of Shares): _____

Number of tranches: _____

**Note: Trading plan shall be for a minimum period of 12 months.*

I hereby undertake that except the trading period specified above, I will not trade during:

a) The periods between the twentieth trading day prior to the last day of any financial period for which financial results are required to be announced by Neelkanth Limited and the second trading day after the disclosure of such financial results of the Company to the stock exchanges.

b) Any other period during which the trading window is closed as informed by the Compliance Officer.

(Signature)

Name:

Designation:

Date:

Form-B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6 (2) – Disclosure on becoming a Director/KMP/Promoter]

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

Name, PAN No., CIN / DIN & address with contact nos.	Category of Person (Promoters/Members of Promoter Group, Key Managerial Personnel ("KMP") / Directors /immediate relatives/others etc.)	Securities held as on the date of regulation coming into force Type of security (For e.g. - Shares, Warrants, Convertible Debentures etc.) No.	% of Share holding

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

Name and Signature :

Designation :

Place :

Date :