

Ref No.: nm/2015

Date: 26th May, 2015

The Bombay Stock Exchange, Mumbai
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

Dear Sir,

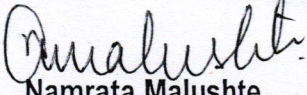
Sub: SEBI Insider Trading Regulations, 2015

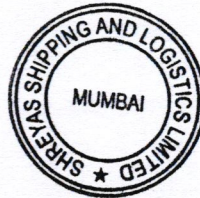
Please find enclosed herewith the Code of Conduct for Regulating, Monitoring And Reporting Trading By Insiders and the Code Of Practices And Procedures For Fair Disclosures Of Unpublished Price Sensitive Information of the Company.

Kindly acknowledge the receipt of this letter.

Thanking you,

Yours faithfully,
For Shreyas Shipping & Logistics Ltd


Namrata Malushte
Company Secretary



Encl: a/a

✓ cc: National Stock Exchange of India Limited



Shreyas
Shipping and Logistics LTD

SHREYAS SHIPPING AND LOGISTICS LIMITED

Registered Office: 4th Floor, Himalayas, Geetmala Complex, Near Shah Industrial Estate, Govandi (E),
Mumbai – 400088

Tel. No. 00 91 22 6622 0300, **Fax No.** 00 91 22 6622 0444,

Website: www.transworld.com/shreyas; **Email :** investorrelations@shreyas.co.in;

CIN : L63000MH1988PLC048500

CODE OF CONDUCT FOR REGULATING, MONITORING AND REPORTING TRADING BY INSIDERS



1. INTRODUCTION

- 1.1 In accordance with the Regulations (as defined below), Shreyas Shipping & Logistics Limited (the "**Company**") has, *inter alia*, framed this code of conduct for regulating, monitoring and reporting of insider trading by employees of the Company, including Directors, and other "connected persons" (as defined in the Regulations), in relation to the securities of the Company (this "**Code**").
- 1.2 This Code of Conduct is called CODE OF CONDUCT FOR REGULATING, MONITORING AND REPORTING TRADING BY INSIDERS" ("the Code") and shall replace existing Code Of Conduct For Prevention Of Insider Trading And Code Of Corporate Disclosure Practices. This code would be effective from May 15, 2015.

2. OBJECTIVE

- 2.1 The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, which is effective from May 15, 2015 requires Board of Directors of every listed Company to formulate a code of conduct to regulate, monitor and report trading by its employees and other connected persons, towards achieving compliance with these regulations, in relation to the securities of the Company.
- 2.2 The objective of this Code is to ensure protection of un-published price-sensitive information and regulate, monitor and report trading by its employees and other connected persons. The Insiders as defined in the Code shall be prohibited, from communicating, providing or allowing access to any unpublished price sensitive information, relating to a Company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

3. APPLICABILITY

- 3.1 The Code applies to following and they shall be collectively referred to as "Designated Persons":

- a. All the Directors of the Company;
- b. Immediate Relatives of the Directors;
- c. The Designated Employees of the Company;
- d. Immediate Relatives of designated employees of the company.

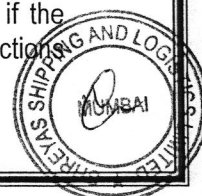
4. DEFINITIONS

- a. "Act" means the Securities Exchange Board of India Act, 1992.
- b. "Company" means SHREYAS SHIPPING AND LOGISTICS LIMITED
- c. "Designated Employee" means and include:-
 - i All Whole time Directors
 - ii Senior Management
 - iii Such other employees as may be determined by the Company from time to time.





- d. "Senior Management" means and include the following personnel:
- i. The Chief Executive Officer of the Company and its wholly owned subsidiary
 - ii. General Managers
 - iii. Senior Managers
- e. "Trading in Securities" means and include subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, and deal in any securities and "trade" shall be construed accordingly.
- f. "Immediate Relative" means a spouse of a person, and includes parents, siblings, 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;
- g. "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 securities of the Company and shall, ordinarily including but not restricted to information relating to the following:-
- i. Periodical audited or unaudited financial results of the Company, standalone or consolidated;
 - ii. Intended declaration of dividends (both interim and final);
 - iii. Issue of securities by way of public, bonus, rights etc. or buy-back of securities;
 - iv. Any major expansion plans or execution of new projects;
 - v. Change in Key Managerial Personnel;
 - vi. Amalgamation, Merger, Takeover, or Restructuring ;
 - vii. Disposal of the whole or substantial part of the undertaking;
 - viii. Material events in accordance with the listing agreement;
- h. "Initial Disclosures: According to Regulation 7(1) (a) every promoter, key managerial personnel and director of every company whose securities are listed on any recognized stock exchange shall disclose his holding of securities of the company as on the date of these regulations taking effect, to the company within thirty days of these regulations taking effect.
- Further, in terms of Regulation 7(1) (b) every person on appointment as a key managerial personnel or a director of the company or upon becoming a promoter shall disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter.
- i. "Continual Disclosures": According to Regulation 7 (2) (a) every promoter, employee and director of every company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions.





over any calendar quarter, aggregates to a traded value in excess of Rs. 10,00,0000/- (Rupees Ten Lakhs) or such other value as may be specified;

Further, in terms of Regulation 7(2) (b) every company shall notify the particulars of such trading to the stock exchanges on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

Explanation. — It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure above, shall be made when the transactions effected after the prior disclosure cross the threshold specified above.

- j. "Regulations" mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 including any amendment or reenactment thereof.
- k. "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of mutual fund;
- l. "Threshold limit" means the minimum number of securities or the value of securities, as decided by the Board of Directors of the Company from time to time in line with the requirement of SEBI Insider Trading Regulations, 2015 for the purpose of making disclosure and/or obtaining pre-clearance of trades.

For the time being, Value of securities traded whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of INR. 10,00,000/- (Rupees Ten Lakhs) will be the threshold limit for making the disclosure to the Company and/or obtaining pre-clearance of trades.

- m. "Trading Window" means a trading period for trading in company's securities as specified by the Board from time to time and defined in this Regulation. The Trading window shall be closed during the time "Price Sensitive Information" is unpublished. When the trading window is closed, the Directors, designated employees and their immediate relatives as defined in the Code, shall not trade in the company's securities in such period. Trading window shall be 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 Company.
- n. "Trading day" means a day on which recognized stock exchanges are open for trading;

Words and expressions used but not defined in these Regulations will have the same meaning as contained in SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Securities and Exchange Board of India Act, 1992 and The Companies Act, 2013.





- 5.1 The Company Secretary will be the Compliance Officer and he / she will report to the Board of Directors of the Company & in particular, shall provide reports to Chairman of Audit Committee and the Chairman of Board of Directors at every quarter.
- 5.2 The Company may designate such other officer as may be required under Regulations or Listing Agreement and any other SEBI Regulation in the absence of the Company Secretary.
- 5.3 The Compliance Officer will maintain a records (either manual or in electronic form) of the Designated Persons and their immediate relatives (Appendix VI) and changes thereto from time to time, in consultation with Chief Executive Officer of the Company.
- 5.4 The Compliance Officer shall assist all the employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 and the Company's Code of Conduct. Besides the above, the Compliance Officer will be responsible for overseeing and coordinating disclosure of price sensitive information to Stock Exchanges, Analysts, shareholders and media in accordance with Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
- 5.5 The Compliance Officer will inform the Stock Exchanges of any price sensitive information as required by the Listing Agreement from time to time.
- 5.6 The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of "Price Sensitive Information", pre-clearing of Designated Persons' and their immediate relatives trades, monitoring of trades and the implementation of Code of Conduct under the overall supervision of the Board of the Company.
- 5.7 The Compliance Officer will assist the Directors and Designated Employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Code.
- 5.8 Compliance Officer will propose necessary changes to the Code of the Company, as and when the same are necessitated. The proposal will be considered by the Board of Directors of the Company and, if approved, will take effect as may be approved by the Board.
- 5.9 The Board of Directors while observing any violation of provisions of code of conduct, shall inform SEBI about such violation as soon as possible.





6. PRESERVATION OF PRICE SENSITIVE INFORMATION

6.1 All the Designated Persons must maintain confidentiality of all Unpublished Price Sensitive Information (UPSI) coming into their possession or control;

6.2 To comply with this confidentiality obligation, the Designated Persons shall not:

- i. pass on Price Sensitive Information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company;
- ii. disclose Price Sensitive Information to their family members, friends, business associates or any other individual, or
- iii. discuss Price Sensitive Information in public places, or
- iv. disclose Price Sensitive Information to any employee who does not need to know the information for discharging his or her duties, or
- v. recommend to any one that they may undertake trading in Securities of the Company while being in possession, control or knowledge of Price Sensitive Information;
- vi. be seen or perceived to be Dealing in Securities of the Company on the basis of unpublished Price Sensitive Information.

Need to Know: Price Sensitive Information must be handled on a 'need to know' basis. Such information should be disclosed only to those within the Company who need the information for legitimate purposes, performance of duties or discharge of legal obligations and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of information.

6.3 All non-public information directly received by any Director/ Designated Employee should be reported to the Head of his/her department and the Compliance Officer immediately.

6.4 All files containing confidential information will be kept secure and under lock and key. Computer files will have adequate security of login and passwords. The Designated Employees shall ensure that no papers / documents/ deeds containing UPSI shall be left loose / unattended within the office premise.

7. PREVENTION OF MISUSE OF PRICE SENSITIVE INFORMATION

7.1 Every Designated Employee must disclose to the Compliance Officer in the prescribed format notified by the Compliance Officer the details regarding holding of securities of Company by such a person within seven (7) days of becoming a Director or a Designated Employee of the Company.





8. TRADING WINDOW

- 8.1 Other than the period (s) for which the Trading Window is closed as prescribed hereunder, the same shall remain open for Trading in the Securities.
- 8.2 Unless otherwise specified by the Compliance Officer, the Trading Window for Trading in Securities of the Company shall be closed for the following purposes:-
- i. Declaration of financial results (quarterly and annual), standalone and consolidated, of the Company;
 - ii. Intended declaration of dividends (both interim and final);
 - iii. Issue of securities Preferential, Rights, Bonus or buy-back of securities;
 - iv. Any major expansion plans or execution of new projects;
 - v. Change in Key Managerial Personnel;
 - vi. Amalgamation, Merger, Takeover, or Restructuring ;
 - vii. Disposal of the whole or substantial part of the undertaking;
 - viii. Material events in accordance with the Listing agreement with Stock Exchanges;

Trading Window Closure for Declaration of Financial Results:

In respect of declaration of financial results, the Trading Window shall remain closed for a period of 0 days (including Saturday and Sunday) prior to the date on which the quarterly or annual standalone / consolidated, financial results, as the case may be are declared. Designated persons and their immediate relatives shall not trade in securities when trading window is closed.

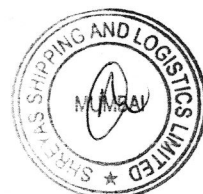
Trading Window Closure for declaration of dividend and other matters as mentioned in point no (ii to viii) as mentioned above

In respect of point no (ii to viii) above, the trading window shall be closed for such period as may be determined by Compliance Officer in consultation with Chairman & Managing Director / CEO of the Company.

Opening of Trading Window:

The Trading Window shall be opened 48(forty eight) hours after the information referred to above is made public.

- 8.3 All the Designated Persons will conduct all their dealings in the securities of the Company only in a valid trading window and will not deal in any transaction involving the purchase or sale of the Company's securities during the period in which "Trading Window" is closed or during any other period as may be specified by the Compliance Officer from time to time.



9. PRE-CLEARANCE OF TRADES

9.1 All Designated Persons who intend to deal in the securities of the Company above a minimum threshold limit fixed as aforesaid, will pre-clear the transactions as per the pre-clearance procedure given below:

- i. Every Insider must make an application in the prescribed form to the Compliance Officer, indicating the estimated number of securities that such person intends to deal in, details of depository and such other information as may be prescribed by the Regulations, as may be amended and modified from time to time.

For the Compliance Officer, pre-clearance is required to be taken from the Chairman & Managing Director of the Company;

- ii. Every Designated Person must sign an undertaking in the prescribed form which will have the following details among other things:

- (a) That he does not have any access to, or has not received any Price Sensitive Information upto the time of signing the undertaking.
- (b) That if he has access to, or receives, any Price Sensitive Information after the signing of the undertaking but before the execution of the transaction he/she will inform the Compliance officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
- (c) That he has not contravened the Code as notified by the Company from time to time.
- (d) That he has made a full and true disclosure in the matter

10. CONFIDENTIAL MAINTAINANCE OF "RESTRICTED LIST"

10.1 The Compliance Officer shall confidentially maintain a list of such securities as a "restricted list" which shall be used as their basis for approving or rejecting application for pre-clearance of trades.





- 10.2 If the Compliance Officer approves the application made by the Designated Person, the Compliance Officer will intimate such Designated Person, of the approval, in the format prescribed.
- 10.3 All Designated Persons will execute their order in respect of the securities of the Company within Seven trading days from the date of the approval of pre-clearance. The details of the transactions including the total number of shares bought or sold or traded in any manner by the Designated Person, the date on which the order was executed and other details, will be intimated forthwith, not exceeding two (2) working days from date of the transaction, to the Compliance Officer in the format as may be prescribed by the Regulations and formats prescribed by the Company from time to time.
- 10.4 If the order is not executed within seven trading days from the date of the pre-clearance approval, the Insider must pre-clear the transaction again.
- 10.5 All Directors/ Designated Employees who buy or sell any number of shares of the Company will not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. The compliance officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate SEBI(Prohibition of Insider Trading)Regulations,2015

If contra trade is executed, inadvertently or otherwise, in violation of said restriction, THE PROFITS FROM SUCH TRADE SHALL BE LIABLE TO BE DISGORGED FOR REMITTANCE TO THE BOARD (SEBI) FOR CREDIT TO INVESTOR PROTECTION AND EDUCATION FUND ADMINISTERED BY BOARD UNDER THE ACT.

- 10.6 All Directors / Designated Employees will not take positions in derivative transactions in the shares of the Company at any time.

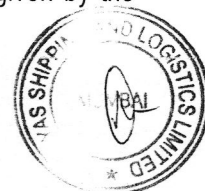


11. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

- 11.1 Every Designated person shall disclose to the Compliance Officer the number of securities acquired or disposed of, within two trading days of such transaction if the value of securities traded, whether in one transaction or series of transaction over any calendar quarter, aggregates to a traded value in excess of Rs. 10,00,000 (Rupees Ten Lakhs) or such other value as may be specified,
- 11.2 The Compliance Officer shall notify of such trading to stock exchange on which the securities are listed within two trading days of receipt of disclosure.
- 11.3 Every Insider will adhere to the following reporting requirements in the formats as may be prescribed:

Event	Time Frame	Format of Disclosure
Application for pre-clearance of Trades:	Prior approval	Appendix I and II
Letter of Approval: Approval letter/ Pre-clearance Order from the Compliance Officer for the Trades	On receipt of application for pre-clearance	Appendix III
Completion of transaction: On completion of the buying, selling or trading of the securities of the Company after having pre-cleared the transaction by the Compliance Officer	Within 2 working days	Appendix IV
Statement of Initial Disclosure: Every Director, Designated Employee shall Disclose his shareholding as on date of 15th May, 2015.	Within 30 days from 15th May, 2015	Appendix V
Statement of Initial Disclosure: On joining as/ or becoming a Director, Designated Employee, promoter	Within 7 working days.	Appendix V
Disclosure to the Company: Any Director/Employee will disclose to the Company in Form D (format attached), the number of such securities acquired or disposed of 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 lakh rupees	Within 2 trading days of such transaction	Appendix VI

- 11.4 The Company will maintain records of the declarations in the appropriate forms given by the Directors/Designated Employees for a minimum period of five years.





12. PENALTY FOR CONTRAVENTION OF THE CODE:

- 12.1 Any Designated person who trades in securities or communicates any information for trading in contravention of this Code will be penalized and the Company will take appropriate action. The quantum of penalty will be decided by the Board on case to case basis, to whom the Chairman & Managing Director and the Compliance Officer will report such violations. .
- 12.2 If designated person who is permitted to trade executes a contra- trade within 6 months THE PROFITS FROM SUCH TRADE SHALL BE LIABLE TO BE DISGORGED FOR REMITTANCE TO THE BOARD (SEBI) FOR CREDIT TO INVESTOR PROTECTION AND EDUCATION FUND ADMINISTERED BY BOARD UNDER THE ACT.
- 12.3 A Designated Employee of the Company who violates this Code, in addition to the above, will also be subject to disciplinary action by the Company, which may include wage freeze, suspension, etc.
- 12.4 The action taken by the Company will not preclude SEBI from taking any action in case of violation of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

13. INFORMATION TO SEBI IN CASE OF VIOLATION

- 13.1 In case it is observed by the Board of Directors that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors will inform SEBI accordingly.



**SHREYAS SHIPPING AND LOGISTICS's CODE OF CONDUCT TO REGULATE MONITOR
AND REPORT TRADING BY INSIDERS**

LIST OF APPENDICES

Appendix No.	Particulars
I	Application form for Pre-clearance of Trades in Company's Securities
II	Undertaking to be accompanied with every Pre-clearance Application
III	Draft Letter of Approval from Compliance Officer/ Pre-clearance Order
IV	Confirmation of date of completion of transaction
V	Disclosure to the Company (FORM A &B)
VI	Disclosure to the Company (FORM C)
VII	Disclosure to the Company (FORM D)
VIII	Register of Designated Persons





APPENDIX - I

APPLICATION FORM FOR PRE-CLEARANCE OF TRADE IN THE SECURITIES OF SHREYAS SHIPPING AND LOGISTICS LIMITED PURSUANT TO APPLICABLE PROVISIONS OF THE CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

To,

The Compliance Officer

SHREYAS SHIPPING AND LOGISTICS LIMITED.,

Internal Use

Received Date:

Time:

Signature

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct to regulate, monitor and report Trading by insiders, I seek approval for purchase/sale/subscription of the -----Securities (give description) of the Company as per the details given below:

State whether

Director

Designated Employee

Immediate relative

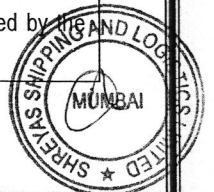
Employee Code:_____. Designation _____ Department _____
Location _____

Nature of Transaction (Buy / sell/subscribe)	*Name of Proposed Buyer/Seller	No. of Securities	**Date of purchase / allotment	***Previous approval no. and date for purchase / allotment	DPID & CLID/ folio no whether the securities will be credited / debited	No. of Securities held in such Account/ Folio No
					DP ID	
					CI ID	
					Folio No	

* Applicable for off market transaction

** Applicable only if the application is in respect of sale of Securities

*** Applicable only if the application is in respect of sale of Securities for which an earlier purchase sanction was granted by the Compliance Officer.



APPENDIX – II**UNDERTAKING FOR PRE-CLEARANCE OF TRADE IN THE SECURITIES OF SHREYAS SHIPPING AND LOGISTICS LIMITED PURSUANT TO APPLICABLE PROVISIONS OF THE CODE OF CONDUCT FORREGULATING, MONITORING AND REPORTING TRADING BY INSIDERS**

(TO BE ACCOMPANIED WITH APPLICATION FOR PRE- CLEARANCE)

To,
The Compliance Officer
SHREYAS SHIPPING AND LOGISTICS LIMITED,
.....

Dear Sir,

I, _____ being a Director/Designated Employee of the Company, am desirous of dealing in _____ Securities of the Company held in my name/ in the name of my Immediate Relatives as mentioned in my application dated _____ for pre-clearance of the transaction.

I hereby confirm (in case of an application on behalf of Immediate Relatives on behalf of them):

- (a) to maintain confidentiality of all 'Unpublished Price Sensitive Information' that may come into my possession in the discharge of my duties with the Company;
- (b) not to pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company based on the same;
- (c) to report to the Compliance Officer, any non-public information that may be directly received by me;
- (d) that I did not have any access or received 'Unpublished Price Sensitive Information' upto the date of signing this undertaking ;
- (e) that in case I have access to or receive 'Unpublished Price Sensitive Information' after the signing of this undertaking but before the execution of the transaction, I will inform the Compliance Officer of the change in my position and that I will completely refrain from dealing in the securities of the Company till such time such information becomes public;
- (f) that I have not contravened the Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time;
- (g) that I shall not enter into an opposite transaction during the next six months following the prior transaction;





Shreyas
Shipping and Logistics LTD

- (h) that I am aware that I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time
- (i) that I have made full and true disclosure in the matter; and

(Signature)

Name of Designated Employee:

Date:

PAN No

Contact No



APPENDIX – III

**DRAFT LETTER OF APPROVAL/PRE-CLEARANCE ORDER FROM COMPLIANCE OFFICER OF
SHREYAS SHIPPING AND LOGISTICS LIMITED.**

Date: _____

To: _____

Mr./Mrs _____

Employee Code No: _____

Designation: _____

Dear Sir,

Sub : **Pre-clearance of transaction in Company's Securities / or Disapproval**Ref : Your application dated _____ for pre-clearance of transaction for _____ shares of
the Company in your name / in the name of
_____.

With reference to your above application, seeking pre-clearance for undertaking certain transaction in securities of the Company, we hereby accord our approval/disapproval to the proposed transaction as detailed in your said application.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

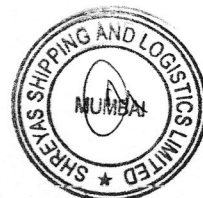
You may kindly note that the aforesaid transaction will be executed **within seven trading days** from the date of this approval letter, failing which, an application seeking pre-clearance to the proposed transaction together with undertaking in the prescribed format, will be made afresh.

Further, you are required to file the details of the executed transactions in the prescribed format within two working days from the date of the transaction/ deal. In case, transaction is not undertaken a "Nil" report shall be necessary.

You may kindly note that after the aforesaid transaction, you will not enter into an opposite transaction during the next six months from the date of the aforesaid transaction.

Thanking you,

Yours faithfully,

For **SHREYAS SHIPPING AND LOGISTICS LIMITED**_____
Compliance Officer

APPENDIX – IV
DRAFT CONFIRMATION LETTER TO BE GIVEN BY DESIGNATED PERSON ON THE COMPLETION OF TRANSACTION

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

**The Compliance Officer
 SHREYAS SHIPPING AND LOGISTICS LIMITED,**

Dear Sir/ Madam,

DETAILS OF PRE-APPROVED TRANSACTION
 Ref: Your approval letter No. _____ dated _____

I hereby confirm that I / my _____

- ❖ have not bought / sold/ subscribed any Securities of the Company
- ❖ have bought / sold/ subscribed to the _____ Securities as mentioned below on _____ (insert date)

Name of Holder	PAN of Holder	No of Securities dealt with	Bought/ Sold/ Subscribed	DPID/ Client ID or Folio No where the securities is debited or credited	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 years, and produce to the Compliance Officer/ SEBI any of the following documents:

1. Broker's Contract Note
2. Proof of Payment to / from brokers
3. Extract of Bank passbook/ statement (to be submitted in case of demat transactions)
4. Copy of Delivery instruction slip (applicable in case of sale transaction)
5. Copy of PAN card

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

I agree not to buy/ sell (strike out which is not applicable), the Securities for a period of six months from the date of the aforesaid transaction.

In case any urgent need to sell these securities within the said period, I shall approach the Company (Compliance Officer), for necessary approval (applicable in case of purchase / subscription)

Yours truly,

(Signature)

 Name of Designated Employee/ Director:
 Employee Code No.:

Department:

Location:



APPENDIX – V
STATEMENT OF INITIAL DISCLOSURE OF SHARES HELD IN THE COMPANY
BY A DIRECTOR / KMP/ PROMOTER

FORM A

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

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 No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6		7	

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

I further declare that the above disclosure is true and correct and is in accordance with the previous disclosures given to the Company.

Place :

Date :

(Signature)

Designation:



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

Name of the company: _____

ISIN of the company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter 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/ KMP / Directors/ immediate relatives/others etc)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contract size * lot size)	Notional value in Rupee terms	Number of units (contract size * lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7		8	

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

I further declare that the above disclosure is true and correct and is in accordance with the previous disclosures given to the Company.

Place :

Date :

 (Signature)

Designation



APPENDIX - VI
FORM C

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

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN, & address of Promoter / Employee / Director with contact nos..	Category of Person (Promoters/ KMP / Directors / immediate relatives/ others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/ Disposed		% of Shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/ public rights/ preferential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. – Share s, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To	Buy				Sell				
								Value	Number of units (contracts * lot size)			Value	Number of units (contracts * lot size)			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17



* I/We declare that I/we have complied with the requirement of not entering into an opposite transaction within six months of the prior transaction. (applicable in case of Directors/ Designated Employees)

Place :

Date :

(Signature)

Designation



APPENDIX - VII

FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3) – Transactions by Other connected persons as identified by the company

as identified by the company																
Name, PAN No., CIN/DIN, & address of Promoter / Employee / Director with contact nos..	Connecti on with company)	Securities held prior to acquisition/ disposal		Securities acquired/ Disposed		% of Shareholding	Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intima tio n to comp any	Mode of acquisitio n (market purchase/ public rights/ preferenti al offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed	
		Type of securit y (For eg. – Share s, Warra nts, Conve rtible Deben tures etc.)	No.	Pre trans a ction	Post trans a ction		From To	Buy			Sell					
								Valu e			Numb er of units (contr acts * lot size)	Valu e	Number of units (contracts * lot size)			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

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

* I/We declare that I/we have complied with the requirement of not entering into an opposite transaction within six months of the prior transaction. (applicable in case of Directors/ Designated Employees)

Place :

Date :

.....
(Signature)
Designation

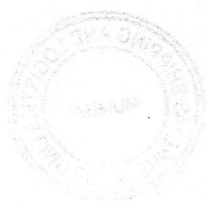


APPENDIX – VIII

REGISTER OF DESIGNATED PERSONS OF SHREYAS SHIPPING AND LOGISTICS LIMITED

Sl. No	Employee. Code, if any	Name of Specified Person	Department	Division and Location	Name of Dependents as disclosed by Specified Persons	DP ID and CL ID/ Folio No	Date of Joining	Date of cessation





SHREYAS SHIPPING AND LOGISTICS LIMITED

Registered Office: 4th Floor, Himalayas, Geetmala Complex, Near Shah Industrial Estate, Govandi (E),
Mumbai – 400088

Tel. No. 00 91 22 6622 0300, Fax No. 00 91 22 6622 0444,

Website: www.transworld.com/shreyas; Email : investorrelations@shreyas.co.in;

CIN : L63000MH1988PLC048500

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. Introduction

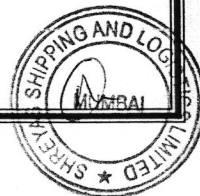
- Shreyas Shipping & Logistics Limited (the "**Company**") has formulated and adopted this Code of Practices and Procedures For Fair Disclosure Of Unpublished Price Sensitive Information (this "**Code**") in accordance with Clause 8 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as applicable (the "**Regulations**").
- This Code establishes a framework for adequate disclosure of "price sensitive information" (as defined under the Regulations), including to the stock exchanges on which the securities of the Company are listed (the "**Stock Exchanges**").

2. Compliance Officer

- Company Secretary of the Company acts as Compliance Officer for this purpose. In absence of Company Secretary due to separation/pre-occupation with other work, Board of Directors may place the responsibility for compliance with some other senior official of the Company, until such time new Company Secretary is appointed and assumes office/ or is available for this work.

3. Disclosure/Dissemination Of Price Sensitive Information

- Price sensitive information is disseminated / disclosed on continuous basis to the Stock exchanges as required by listing agreement. This is further supplemented by Public announcements by way of Press release and release of information on website of the Company.
- Disclosure of information to Press and website is also overseen by Chairman & Managing Director and Chief Executive Officer.
- Compliance Officer is responsible for continuous disclosure of "price sensitive information" to Stock Exchanges, Analysts, Shareholders, and Media and for educating concerned staff on disclosure policy and procedures.
- Information disclosure and dissemination is approved by Chairman & Managing Director and Chief Executive Officer. Only public information is provided to Analysts, Research Personnel, Institutional and large shareholders. Alternatively information provided to Analysts, Research Personnel, Institutional and





Shreyas
Shipping and Logistics LTD

large shareholders is simultaneously put in public domain which may include hosting the same on the website of the Company.

- In case any information is accidentally disclosed without prior approval by any official, the person responsible is expected to draw attention of Compliance Officer. Compliance Officer shall thereafter take steps for its immediate and proper disclosure.
- All unpublished price sensitive information is shared strictly on need to know basis.
- At least two representatives of the Company remain present at any meeting with Analysts, stock brokers, institutional investors. Efforts are made to record the proceedings of such meetings, where situation permits. For unanticipated questions from Analysts, brokers, investors, note of the questions are made and response is given later. If the response/information to be provided is considered as price sensitive, the same is put in public domain, before providing the response/ information is provided to the questions/ queries.

4. Medium of disclosure/dissemination of information

- The disclosure/dissemination of information is done through various media to achieve maximum reach and to ensure that the information is generally available (i.e. accessible to the public on a non-discriminatory basis) and disclosures to the Stock Exchanges are made promptly and such disclosures are also made available on the Company's website.

5. Responding to Rumors

- Company does not provide response to mere market rumors.
- Compliance Officer, in consultation with Chairman & Managing Director / Chief Executive Officer examines the news item and after investigation provides response to media and / or Stock Exchanges if necessary. Any queries / questions from Stock Exchanges shall be dealt forthwith. Press release is issued in respect of the information released at Analyst meet / Press Meet/ Brokers Meet.

