

The logo for Satchmo Holdings Limited, featuring the word "Satchmo" in a white serif font on a blue rectangular background.

Holdings Limited

**SATCHMO HOLDINGS LIMITED**

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**CODE OF PRACTICES AND PROCEDURES  
FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION AND  
PREVENTION OF INSIDER TRADING**

*(As approved by the Board at its meeting held on 29<sup>th</sup> April, 2022)*

**[SEBI (Prohibition of Insider Trading) Regulations, 2015 including any amendment or re-enactment thereof]**

**1. INTRODUCTION:**

The Securities and Exchange Board of India has introduced new set of regulations in place of the erstwhile Regulations of 1992 on prohibition of insider trading.

The new regulations, namely, SEBI (Prohibition of Insider Trading) Regulations, 2015 ('the Regulations') came into force on 15<sup>th</sup> May, 2015 to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof.

In view of the foregoing, this CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION AND PREVENTION OF INSIDER TRADING is framed to prohibit the insider trading, to govern the fair disclosure of unpublished price sensitive information and to attain equality of access to such information.

**2. DEFINITIONS:**

"Act" shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, amendments, clarifications or re-enactment thereof.

"Board" or "Director" shall mean Board of Directors of the Company.

"Code" means this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Prevention of Insider Trading.

"Compliance Officer" shall mean the officer as nominated and appointed by the Board of the Company as Compliance Officer pursuant to Regulation 2 of the SEBI (Prohibition of Insider Trading) Regulations,

2015.

**"Company"** shall mean NEL Holdings South Limited and shall include its subsidiaries, associates and affiliates.

**"Designated Persons"** mean and include:

- i. All the Directors of the Company and its subsidiaries
- ii. All the Key Managerial Personnel of the Company and its subsidiaries
- iii. All Employees of Directors, Key Managerial Personnel and Senior Management Personnel Office
- iv. All employees of the Finance, Legal, Corporate Communications and Secretarial Departments designated as Manager and above
  
- v. All employees irrespective of the designation and grade, as identified and defined as an "insider" and
- vi. Any connected person due his engagement with any of the foregoing or otherwise.

**"Key Managerial Personnel (KMP)"** means Key Managerial Personnel as defined under section 2 (51) read with Section 203 of the Companies Act, 2013.

**"Regulations"** shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

**"SEBI"** shall mean the Securities and Exchange Board of India

**"Senior management"** means personnel of the Company who are members of its core management team excluding Board, comprising all the members of the management one level below the executive directors, including the functional heads.

**"Subsidiaries"** shall have the meaning as ascribed to it in the Act.

**"Trading Window"** shall have the meaning as ascribed thereto in **Clause 9** of the Code.

**"Unpublished Price Sensitive Information"** means any information, which relates directly or indirectly to the Company or its securities, as the case may be, which is not generally available, which upon becoming generally available is likely to materially affect the price of the Securities of the Company and without limitation include the following:

- i. periodical financial results;
- ii. intended declaration of dividends (both interim and final);
- iii. change in capital structure
- iv. amalgamation, mergers, de-mergers, acquisitions, expansion of business
- v. disposal of the whole or substantial part of the undertaking
- vi. changes in key managerial personnel
- vii. material events as per Listing Agreement

Any capitalized terms used herein but not defined shall have the same meaning as ascribed under the Regulations and the Act.

### **3. COMMENCEMENT**

It shall come into force on April 01, 2019 and shall supersede all the earlier Codes formulated by the Company in this regard.

### **4. APPLICABILITY**

This Code shall be applicable to the following,

- 4.1 The Company and its subsidiaries
- 4.2 Promoters of the Company and its Subsidiaries and their Immediate Relatives
- 4.3 Directors of the Company and its Subsidiaries and their Immediate Relatives
- 4.4 Key Managerial Personnel of the Company and its Subsidiaries and their Immediate Relatives
- 4.5 Employees of the Company and its Subsidiaries, if any and their Immediate Relatives.
- 4.6 Designated Persons, Connected Persons or Insiders.

**PART I**

**CODE OF PRACTICES AND PROCEDURES  
FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

**5. DISCLOSURE OF PRICE SENSITIVE INFORMATION**

- 5.1 Unpublished price sensitive information shall be promptly disclosed in the public domain and made generally available as soon as credible and concrete information comes into being for making such information generally available.
- 5.2 There shall be universal and uniform dissemination of the unpublished price sensitive information in order for it to be accessible to the public at large. There shall be no selective disclosure of unpublished price sensitive information.
- 5.3 In the event of selective disclosure of unpublished price sensitive information due to inadvertence or otherwise, such unpublished price sensitive information shall be promptly disclosed in the public domain and made generally available.
- 5.4 The Mr. Prasant Kumar-Chief Compliance Officer, shall act as the Chief Investor Relations Officer to deal with the dissemination of information and disclosure of unpublished price sensitive information.

**6. PRESERVATION OF PRICE SENSITIVE INFORMATION**

- 6.1 The Designated Persons shall maintain the confidentiality of all unpublished Price Sensitive Information in their possession.
- 6.2 The Designated Persons shall not advise, communicate, counsel, inform or pass on such information to any person, directly or indirectly, other than communication required to be made/done in the ordinary course of business, or under any law.
- 6.3 Appropriate response shall be given by the Company to queries on news reports and requests for verification of market rumors by the regulatory authorities.
- 6.4 Unpublished Price Sensitive Information shall be handled on a "need-to-know" basis, i.e., unpublished Price Sensitive Information should be disclosed only to those who need the information to discharge their duty and /or functions with respect to the assignments.

**7. PREVENTION OF MISUSE OF UNPUBLISHED PRICE SENSITIVE INFORMATION:**

Notwithstanding anything contained in this Code, the Designated Persons shall not engage in any kind of trading in Securities, whether on their own account, on the account of their Immediate Relatives or on the Company's account, and further shall ensure that their Immediate Relatives shall also not engage in Trading in Securities on their own account, if such Designated Person (or in case of Immediate Relatives, the concerned Immediate Relative) is in possession of any Unpublished Price Sensitive Information.

**PART II**  
**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS**

**8. COMPLIANCE OFFICER**

- 8.1 The Company Secretary shall be the Compliance Officer for the purpose of the Code and will report to the Board of Directors. In the absence of the Company Secretary, any other person as may be designated by the Board of Directors shall be the Compliance Officer for the purpose of this Code.
- 8.2 The Compliance Officer shall be responsible for compliance of the code, policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of trades, pre-clearance of trades, addressing any clarifications / difficulties regarding the Regulations and / or the Code and the implementation of the Code, under the overall supervision of the Board of Directors.
- 8.3 The Company shall maintain a record of all the declarations in the appropriate form given by the designated persons made under this Code for a minimum period of five years.

**9. TRADING WINDOW**

- 9.1 The "Trading Window" for the purpose of this Code shall mean the period during which Trading in Securities is permitted.
- 9.2 Subject to **Clause 10** and **Clause 11** of this Code, the Designated Persons shall engage in trading in Securities only when the Trading Window is open.
- 9.3 The Trading Window shall, inter alia, "Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results and recommendation of dividends (interim and final) and at any other time as designated by the Compliance Officer if any Unpublished Price Sensitive Information is under active consideration of the Company in terms this Regulation.
- 9.4 The Trading Window shall be opened 48 hours after the information relating to the items specified above is made public.

**1. PRE-CLEARANCE OF TRADES**

- 1.1 Subject to **Clause 11**, all Designated Persons who intend to trade in the securities of the Company should obtain pre-clearance for the transaction as per the procedure described hereunder.
- 1.2 Pre-clearance for trades is mandatory for all Designated Persons.
- 1.3 An application in **Annexure I** annexed to the Code may be made to the Compliance officer indicating that the Designated Person is intended to deal in the Securities of the Company.

- 1.4 The Designated Person shall execute his/her order in respect of securities of the Company within Seven trading days after the pre-clearance is given. If the order is not executed within Seven trading days after the pre-clearance is given, such pre-clearance shall lapse and the Designated Person should obtain a fresh pre-clearance.
- 1.5 The Designated Person who trades in the securities of the Company shall not execute a contra or opposite trade during the next six months following the prior transaction.
- 1.6 In case trading in Securities is necessitated by personal emergency of the Designated Person, he may seek waiver of the holding period specified in **Clause 10.5** above by making an application to the Compliance Officer (or the Chairman and Managing Director, in the case of the Compliance Officer is the Designated Person) in **Annexure II**. The Compliance Officer (or the Chairman and Managing Director, as the case may be) may waive the holding period after recording in writing, the reasons in this regard.

## **2. TRADING PLANS**

- 2.1 A Designated Person may formulate a Trading Plan pursuant to which trades may be carried out on his behalf in accordance with such plan.
- 2.2 The Trading Plan shall be presented to the Compliance Officer for review and approval.
- 2.3 Upon approval, the Compliance Officer shall notify the Trading Plan to the stock exchanges on which the Company is listed.
- 2.4 The Trading Plan shall adhere to the following:
  - 2.4.1 It shall entail commencement of trading on behalf of the Designated Person after the expiry of 6 months from the public disclosure of the plan.
  - 2.4.2 It shall not overlap with any existing Trading Plan, i.e. multiple trading plans during the same period is not permitted.
  - 2.4.3 It shall set-out either the value of trades to be effected or the number of securities to be traded along with the nature of trade, intervals at or dates on which such trades shall be effected.
- 2.5 The Trading Plan once approved, has to be mandatorily implemented. No deviation from the trading plan or execution of trades outside the scope of trading plan is permitted.

## **3. REPORTING REQUIREMENTS**

### **3.1 Promoters, Directors and Key Managerial Personnel:**

Every promoter, director and key managerial personnel of the Company shall be required to forward to the Compliance Officer, the following details in respect of the Securities held by them and their respective Immediate Relatives:

- 3.1.1 All Securities of the Company held as on May 15, 2015 within thirty days thereof in **Form A** as annexed to this Code.
- 3.1.2 All securities of the Company held by them on appointment as director or key managerial personnel of the Company or upon becoming a promoter of the Company within **7 days** thereof in **Form B** as annexed to this Code.
- 3.1.3 Half yearly statement of all Securities of the Company held as on March 31 and September 30 of every year within **30 days** from close of March 31 and September 30 as the case may be in **Annexure III**.

### **3.2 Designated Persons**

All Designated Persons shall be required to forward to the Compliance Officer, the following details in respect of the Securities held by them and their respective Immediate Relatives:

- 3.2.1 All Securities of the Company held as on May 15 2015 within thirty days thereof in **Form A**.
- 3.2.2 All Securities of the Company held on the date of joining the Company within **30 days** from the date of joining in **Form B**.
- 3.2.3 Half yearly statement of all Securities of the Company **held** as on March 31 and September 30 of every year within **30 days** from close of March 31 and September 30 as the case may be in **Annexure III**.

### **3.3 All Employees**

Every promoter, director, employee (including their Immediate Relatives) shall be required to intimate the Compliance Officer in case of any change in Securities of the Company held by them, if the aggregate value of securities traded, whether in one transaction or a series of transaction over any calendar quarter, exceeds trade value of Rs. 10 Lakhs within **two trading days** of such change in **Form C**.

## **4. PENALTY FOR CONTRAVENTION OF THE CODE**

- 4.1 All the Designated Persons shall be individually responsible for complying with the provisions of the Regulations and the Code to the extent applicable.
- 4.2 Any Director who violates the Code shall be subject to disciplinary action, as may be deemed fit by the Board of Directors of the Company. Any Employee who violates the Code shall be subject to disciplinary action, which may include freeze on emoluments or suspension/termination of service/contract, or any other action as may be deemed fit by the Board of Directors.
- 4.3 The action by the Company shall not preclude SEBI from taking any action for violation of the Regulations.

## **5. INFORMATION TO SEBI IN CASE OF VIOLATION OF THE REGULATIONS**

In case any violation of the Regulation or the Code is observed, SEBI shall be informed of the

same.



**CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**  
**Annexure I**  
**SPECIMEN OF APPLICATION OF PRE-CLEARANCE FOR TRADES**

Date:

To,  
The Compliance Officer,  
NEL Holdings South Limited,  
Bangalore.

**Application of pre-clearance for trades in securities of the Company**

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sale / subscription of \_\_\_\_\_ equity shares of the Company as per details given below:

1.	Name of the applicant	
2.	Employee Code & Designation	
3.	PAN	
4.	Number of securities held as on date	
5.	Folio No. / DP ID / Client ID No.	
6.	The proposal is for, (tick the appropriate option)	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
7.	Proposed date of dealing in securities	
8.	Estimated number of securities proposed to be acquired/subscribed/sold	
9.	Price at which the transaction is proposed	
10.	Current market price (as on date of application)	
11.	Whether the proposed transaction will be through stock exchange or off-market deal	
12.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

Please use additional sheets, if required

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature)

**FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE  
APPLICATION OF PRE-CLEARANCE FOR TRADES**

To,  
The Compliance Officer,  
NEL Holdings South Limited,  
Bangalore.

I, \_\_\_\_\_, \_\_\_\_\_ of the Company residing at \_\_\_\_\_, \_\_\_\_\_, am desirous of dealing in \_\_\_\_\_ \* shares of the Company as mentioned in my application dated \_\_\_\_\_ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

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

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

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

If approval is granted, I shall execute the deal within 7 Trading days of the receipt of approval failing which I shall seek a fresh pre-clearance and I shall not enter into any contra or opposite trade for a minimum period of Six months, within which I have been permitted to trade.

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

Date :

Signature : \_\_\_\_\_

\* Indicate number of shares

**CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**

**Annexure II**

**APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD**

Date:

To  
The Compliance officer,  
NEL Holdings South Limited

From  
**Name**  
**PAN**  
**Employee Code**  
**Designation**  
**Department**

I request you to grant me waiver from the minimum holding period of 6 months as required under the Code with respect to \_\_\_\_\_(nos.) (description of the Securities) held by me / (Name of Immediate Relative) ( singly/jointly) in the Company and acquired on [Date(s)].

I /my (Name of Immediate Relative) desire to sell the above securities on account of \_\_\_\_\_  
\_\_\_\_\_ (fill the reasons\*).

I declare that the above details are true, correct and complete in all respects.

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

\*Use additional sheets and/or enclose the supporting documents, if required.

**ANNEXURE III**  
**FORMAT FOR DISCLOSURE OF TRANSACTIONS**

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

To,  
The Compliance Officer,  
NEL Holdings South Limited,  
Bangalore.

I hereby inform that I,

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to \_\_\_\_\_ securities as mentioned below on \_\_\_\_\_ (date)

<b>Name of holder</b>	<b>No. of securities dealt with</b>	<b>Bought/sold/ subscribed</b>	<b>DP ID/ Client ID / Folio No</b>	<b>Price (Rs.)</b>

Please use additional sheets, if required

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 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).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval (*applicable in case of purchase / subscription*).

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

Date:

Signature:

Name:

Designation:

**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: NEL Holdings South Limited (CIN: L93000KA2004PLC033412)

ISIN of the company: INE639K01016

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.

Signature:

Designation:

Date:

Place:

## 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: NEL Holdings South Limited (CIN: L93000KA2004PLC033412)

ISIN of the company: INE639K01016

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 (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		8	

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

Signature:

Designation:

Date:

Place:

**Continual Disclosure  
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: NEL Holdings South Limited (CIN: L93000KA2004PLC033412)**

**ISIN of the company: INE639K01016**

**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 (Promoter/ 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 Intima- tion 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. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No	Pre Trans- action	Post Trans- action	From	To			Buy		Sell		
												Value	No. of units (contr- acts *lot size)	Value	No. Of units (contr- act *lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13				

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

**Signature:**

**Designation:**

**Date:**

**Place:**

## Form D (Indicative format)

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

Name of the company: NEL Holdings South Limited (CIN: L93000KA2004PLC033412)

ISIN of the company: INE639K01016

Name, PAN No. CIN/DIN, & address of Promoter/ Employee / Director with contact nos.	Connection with the 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- tion 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. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre Trans- action	Post Trans- action	From	To			Buy		Sell		
												Value	No. of units (contr- acts *lot size)	Value	No. Of units (contr- act *lot size)	
1	2	3	4	5		6		7		8	9	10	11	12	13	

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

Signature:

Designation:

Date:

Place: