



PART - A

STOVE KRAFT LIMITED

CODE OF CONDUCT

TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS



CODE OF CONDUCT

TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS

INTRODUCTION

The Securities and Exchange Board of India (SEBI), for protection of investors and to regulate the securities market, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“The Regulations”) under the powers conferred on it under the SEBI Act, 1992. These Regulations come into force w.e.f. May 15, 2015.

Under the SEBI Regulations every listed company must formulate a code of conduct to regulate, monitor and report insider trading by its employees and connected persons. Accordingly, the Stove Kraft Ltd’s Insider Trading code were adopted with effect from July 10, 2018. The code have been, and will be, amended by the Board of Directors of the Company, from time to time, to bring them in line with the SEBI Regulations in force.

PURPOSE AND APPLICABILITY

This Code has been formulated to maintain the highest ethical standards while dealing in Securities of the Company by the Insiders. The purpose of the Code is also put in place a framework for prohibition of insider trading in securities, and to strengthen the legal framework thereof.

This Code of Stove Kraft Ltd is applicable to all Designated Persons, their dependent family members, connected persons, Promoter and Promoter Group(s).

This code shall be deemed to have come into effect from July 10, 2018.

DEFINITIONS:

As used in this Code:

- a) “Audit Committee” means the Audit Committee of the Company.
- b) “Board” means Board of Directors of the Company.
- c) “Code” means this Code of Conduct for Insider Trading and Fair Disclosure of Unpublished Price Sensitive Information, as applicable, including modifications made thereto from time-to-time.
- d) “Company” means Stove Kraft Limited.

e) Connected Person" means:

- (i) any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, 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, whether temporary or permanent, with the company, that allows such a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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) a 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 SEBI 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 recognized 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 relative or banker of the company, has more than ten percent of the holding or interest;
 - k) a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or
 - l) a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d);”



(f) “Designated Persons” shall include the following:

- i. All Directors;
- ii. All promoters of the Company;
- iii. All employees up to two-levels below the Managing Director;
- iv. All employees working in Finance & Accounts, Internal Audit and Secretarial department of the Company;
- v. Employees at Corporate Office with rank / level Assistant Manager and above working in Legal, Import and Export, Human Resources, Administration, CSD, E-Com, Marketing, General Trade and Modern Retail departments.
- vi. All Employees of the Company with rank / level General Manager and above;
- vii. All Product Heads and employees working in IT Department.
- viii. In case of material subsidiaries of the Company:
 - All Directors of such Company;
 - Employees with level General Manager and above and employees working in finance and accounts department of such Company.

(g) “Director” means a member of the Board of Directors of the Company.

(h) “Employee” means every employee of the Company (whether working in India or abroad) including the Directors in the employment of the Company.

(i) “Generally Available Information” means information that is accessible to the public on a non-discriminatory basis, such as information published on websites of stock exchanges.

(j) “Immediate Relative” means the spouse of the person, and includes parent, sibling and child of such person or of the spouse, any of whom is either financially dependent on the person or consults the person in taking decisions relating to trading in securities.

(k) “Insider” means any person who is a Connected Person or in possession of or having access to Unpublished Price Sensitive Information.

(l) “Promoter” and “Promoter Group” shall have the respective meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

(m) “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 a mutual fund.

(n) “Trading Day” means a day on which the recognized stock exchanges are open for trading.



(o) “Trading” means and includes an act of subscribing to, buying, selling, dealing or agreeing to subscribe to, buy, sell or deal in any Securities of the Company and “trade” shall be construed accordingly.

Note: Under the parliamentary mandate, since the Section 12A (e) and Section 15G of the Act employs the term ‘dealing in securities’, it is intended to widely define the term “trading” to include dealing. Such a construction is intended to curb the activities based on unpublished price sensitive information which are strictly not buying, selling or subscribing, such as pledging etc., when in possession of unpublished price sensitive information.

(p) “Unpublished Price Sensitive Information (“UPSI”)” means any information, relating to a Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of Securities of the Company and shall, ordinarily include but not be 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; and
- (v) changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- (vi) change in rating(s), other than ESG rating(s);
- (vii) fund raising proposed to be undertaken;
- (viii) agreements, by whatever name called, which may impact the management or control of the company;
- (ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- (x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- (xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate



insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;

(xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;

(xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;

(xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;

(xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;

(xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1- For the purpose of sub-clause (ix):

a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.]

(xvii) such other information as may be specified from time to time under the Regulations.

(q) "Compliance Officer" means any senior officer, designated so and reporting to the board of directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price



sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company;

Explanation: “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

r) “relative” shall mean the following:

- (i) spouse of the person;
- (ii) parent of the person and parent of its spouse;
- (iii) sibling of the person and sibling of its spouse;
- (iv) child of the person and child of its spouse;
- (v) spouse of the person listed at sub-clause (iii); and
- (vi) spouse of the person listed at sub-clause (iv).

All terms used in this Code but not defined hereinabove shall have the meanings ascribed to them under the Regulations.

ROLE & DUTIES OF THE COMPLIANCE OFFICER:

The Compliance Officer shall be responsible for:

1. setting forth policies in relation to the implementation of the Code and the Regulations in consultation with the Board/Audit Committee, as the case may be.
2. prescribing procedures for various activities referred to in the Code.
3. compliance with the policies and procedures referred hereinabove.
4. monitoring adherence to the provision for preservation of UPSI.
5. identify the persons who shall be regarded as Designated Persons to be covered by the Code, including those mentioned under Regulation 9(4), on the basis of their role and function in the organization including access to UPSI by virtue of that role and function in addition to seniority and professional designation.
6. 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.
7. implementation of this Code is under the general supervision of the Audit Committee and the overall supervision of the Board of the Company.

The Board shall ensure and authorize the Compliance Officer to maintain a structured digital database containing the names of such persons or entities as the case may be with whom UPSI is shared under Regulation 3 along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. This database shall be maintained in Annexure 1 for data to be collected from Designated Person) with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.



The Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the Regulations and this Code.

The Compliance Officer shall place status reports before the Chairman of the Audit Committee, detailing Trading in the Securities by the Designated Persons and their Immediate Relatives along with the documents that such persons had executed in accordance with the pre-trading procedure prescribed under the Code on a quarterly basis.

In the event that the Compliance Officer is privy to any UPSI, any pre-clearance for Trading in Securities by the Compliance Officer, will be provided by the Chief Executive Officer or the Managing Director.

RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

- 1) No insider shall communicate, provide, or allow access to any UPSI, relating to the Company or its securities 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 or
- 2) No person shall procure from or cause the communication by any insider of UPSI, relating to the Company or its securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations or
- 3) discuss UPSI in public areas, or
- 4) disclose UPSI to any Employee who does not need to know the information except for the furtherance of legitimate purpose, performance of duties or for discharging of legal obligations, or
- 5) recommend to anyone that they may undertake Trading in Securities of the Company while being in possession, control or Knowledge of UPSI, or
- 6) be seen or perceived to be Trading in Securities of the Company while in possession of UPSI.

Need to know

The Designated 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 or discharge of their duty and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

Legitimate Purpose

The term “legitimate purpose” shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.



Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of the Regulations and the Company shall endeavour to execute a confidentiality agreement with such persons, to maintain confidentiality of such UPSI in compliance with the Regulations.

Limited access to confidential information

Designated Persons privy to confidential information shall, in preserving the confidentiality of information, and to prevent its wrongful dissemination, adopt among others, the following safeguards:

1. files containing confidential information shall be kept secure.
2. computer files must have adequate security of login through a password.
3. follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time-to-time in consultation with the person in charge of the information technology function.

List of Employees

The Compliance Officer shall maintain a list of Designated Persons or any other persons with whom UPSI is shared along with the purpose for which such information was shared.

CHINESE WALL

To Prevent the misuse of confidential information, the company shall adopt a “Chinese Wall policy” which separate those areas of the Company which routinely have access to confidential information, considered “inside areas” from those areas which deal with sale/ marketing/ investment advise or other departments providing support services, considered “Public Areas”.

As per the said policy:

1. The Employees in the inside areas are not allowed to communicate any UPSI to anyone in the public areas.
2. The Employees in the inside area may be physically separated from the Employees in public area.
3. The demarcation of various departments as inside area shall be decided by the Board in consultation with Compliance Officer.
4. Only in exceptional circumstances, Employees from the public areas are brought “over the wall” and given UPSI for the furtherance of legitimate purposes and on the basis of “need to know” criteria, after providing prior written intimation to the Compliance Officer.

TRADING WINDOW

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 of the Company.



Unless otherwise specified by the Compliance Officer, the Trading Window for Trading in Securities of the Company shall be closed for the Designated Persons and their Immediate Relatives when the Compliance Officer determines that a Designated Person or class of Designated Persons are reasonably expected to have possession of UPSI, including but not limited to the following purposes

- a) declaration of financial results,
- b) declaration of dividends,
- c)) change in capital structure,
- (d) Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions, and
- (e) changes in key managerial personnel.
- (f) such other information as determined by the Board of Directors/Managing Director/ Chief Executive Officer/Chief Operating Officer/Chief Financial Officer from time to time.

In respect of declaration of financial results, the Trading Window shall remain closed from a date that is 2 days prior to the end of the respective quarter, half-year, or financial year, as the case may be, till 48 hours after the declaration of the financial results.

As regards declaration of dividend and other matters referred to in (c) to (e) above or any other matters as the Board or MD/CEO decide then, the Managing Director/ Chief Executive Officer shall, well before initiation of such activity/ project, form a core team of Employees who would work on such assignment. The Managing Director/ Chief Executive Officer shall also designate a senior Employee who would be in-charge of the project. Such team members will execute an undertaking not to deal in the Securities of the Company till the UPSI regarding the activity /project is made generally available or the activity/project is abandoned and the Trading Window would be regarded as closed for them. Such core team may share information related to the activity/project with any Designated Person only for the furtherance of legitimate purposes and on a need to know basis for any advice or guidance required from such Connected Person, provided that such person are bound by confidentiality and undertake not to breach the Regulations. Further, where the activity/project relates to a listed company, the name of such listed company will be deemed to be included in the “restricted list” which is confidentially maintained by the Compliance Officer. The Compliance Officer shall use the restricted list as the basis for approving or rejecting applications for pre-trading.

The Trading Window shall be opened 48 (Forty-Eight) hours after the information referred to above becomes generally available. The gap between clearance of accounts by audit committee and the Board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

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 Relatives shall trade in the 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.



The Trading Window restrictions as referred above shall not apply in respect of:

- a) transactions specified in clauses (i) to (iv) and (vi) of the proviso to Regulation 4(1) of the Regulations 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 Regulations;
- b) transactions which are undertaken in accordance with SEBI Regulations such as acquisition by conversion of 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.

PRE-CLEARANCE OF DEALS IN SECURITIES

Every Designated Person shall obtain a pre-trading approval as per the procedure prescribed hereunder for any Trading in the Securities of the Company proposed to be undertaken by such Designated Person /his / her Immediate Relatives. Such pre-trading approval would be necessary, only if the cumulative trading (including trading in derivatives of Securities, if permitted by law) whether in one transaction or a series of transactions in any financial year exceeds Rs. 10 lakhs (market value).

Prior to approving any trades, the approving authority officer shall seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

The authority for pre-clearance of trades shall be as under:

SI.	Trading by following Designated Persons	Authority for Pre-clearance
1	Directors, Promoters, Employees / Members who report to MD or CEO	Managing Director or Compliance Officer
2	Managing Director	Compliance Officer
3	Other Designated Persons	Managing Director or Compliance Officer

a) The application in Annexure-2 made shall approve it forthwith preferably on the same Trading Day but not later than the next Trading Day unless he is of the opinion that grant of such an approval would result in a breach of the provisions of this Code, or the Regulations. Such approval/rejection may preferably be conveyed through electronic mail and if no such approval / intimation of rejection is received within a period of 2 (two) Trading Days, the applicant can presume that the approval is deemed to be given. While considering the application, the above officer shall have due regard to whether the declaration provided in Annexure-3 is reasonably capable of being rendered inaccurate.

(b) Every approval letter shall be issued in such format in Annexure 4 as may be prescribed by the Company from time-to- time. Every approval shall be dated and shall be valid for a period of 7 (seven) Trading Days from the date of approval.

Completion of Pre-Cleared Trading:

(a) All the Designated Persons shall ensure that they / their Immediate Relatives complete execution of every pre-cleared deal in the Company's Securities as prescribed above no later than 7 (seven) Trading Days from the date of the approval. The Designated Person shall file within 2 (two) Trading Days of the execution of the deal, the details of such deal, with the Compliance Officer in the prescribed form in see Annexure 5. In case the transaction is not undertaken, a report to that effect shall be filed in Annexure 5.

(b) If a deal is not executed by the concerned Designated Person / Immediate Relatives pursuant to the approval granted by the Approving Authority within 7 (seven) Trading Days, the Designated Person shall make a fresh application, once again to the Approving Authority for pre clearance of the transaction covered under the said approval.

Trading Plans:

The Regulations recognize the concept of Trading Plans. Any Designated Person intending to formulate a Trading Plan shall consult the Compliance Officer to discuss the applicable rules and procedure. The Compliance Officer shall only approve a Trading Plan in accordance with the applicable provisions of the Regulations.

Opposite transactions / Contra trade in the Securities:

The Designated Persons shall not, within six months of buying or selling any number of Securities of the Company, enter into an opposite transaction or contra trade i.e. sell or buy, as the case may be, any number of the Securities of the Company.

The Compliance Officer can grant relaxation from strict application of the above restriction after recording the reasons in writing in this regard provided that such relaxation does not violate the Regulations. It may however, be noted that in terms of the Regulations, no such purchase/ sale will be permitted when the Trading Window is closed.

Notwithstanding the above, should the Designated Persons execute an opposite transaction, inadvertently or otherwise, in violation of the restrictions set out above, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the SEBI Act, 1992.

Provided that this restriction will not be applicable for trades conducted, pursuant to the exercise of stock options.



Advice regarding Pre-Clearance:

In case of doubt, the Designated Person shall check with the Compliance Officer or the Officer designated by him/her from time-to-time whether the provisions relating to pre-clearance are applicable to any proposed transaction in the Company's Securities.

1. Initial Disclosure requirements

(a) Every Promoter or Member of the Promoter Group, Key Managerial Personnel (KMP) Director and designated Person (as and when identified) of the Company shall disclose their holding, and the holding of their Immediate Relatives and of any other person for whom such person takes trading decisions, of the Company's Securities (including derivatives) to the Compliance Officer within 30 (thirty) days of the Regulations taking effect or forthwith on being identified as a Designated Person, as the case may be, in prescribed format in Annexure 6.

Every person on appointment as a KMP or a Director of the Company or upon becoming a Promoter or Member of the Promoter Group of the Company or on being identified as a Designated Person, shall disclose their holding, and the holding of their Immediate Relatives and of any other person for whom such person takes trading decisions, of the Company's Securities (including derivatives) as on the date of appointment as a KMP or a Director or becoming a Promoter or Member of the Promoter Group or identification as a Designated Person, to the Company within 7 (seven) days of such appointment as a KMP or a Director or becoming a Promoter or Member of the Promoter Group or on being identified as a Designated Person, as the case may be, in prescribed format in Annexure 6.

2. Continual Disclosure:

Every Promoter, Member of the Promoter Group, KMP, Director and Designated Person of the Company shall disclose annual statements of their holding, and the holding of their Immediate Relatives and of any other person for whom such person takes trading decisions, of the Company's Securities (including derivatives) to the Compliance Officer as on March 31, every year in such form and manner in Annexure 7 as may be prescribed by the Compliance Officer from time-to-time. Such statement shall be submitted by 15 April every year.

(b) Every Promoter, Member of the Promoter Group, Director and Designated Person of the Company shall disclose in prescribed format in Annexure 8 to the Compliance Officer the number of such Securities (including derivatives) of the Company acquired or disposed by them or their Immediate Relatives and by any other person for whom such person takes trading decisions, within 2 (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 lakhs or such other value as may be specified. The Company shall notify the particulars of such trading to the stock exchange on which its Securities are listed within 2 (two) Trading Days of receipt of disclosure or from becoming aware of such information.



The Compliance Officer shall maintain records of all the above declarations in an appropriate form for a minimum period of 5 (five) years from the date of the filing thereof. The Company may, at its discretion, prescribe additional obligations for any other Connected Persons or a class of Connected Persons to make disclosures of holdings and trading in Securities (including the form and frequency).

INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING:

The Chief Executive Officer or Managing Director of the Company shall put in place an adequate and effective system of internal controls to ensure compliance with the requirements given in the Regulations to prevent insider trading. The internal controls include the following:

- a) all employees who have access to UPSI shall be identified as Designated Persons;
- b) all UPSI shall be identified and its confidentiality shall be maintained as per the requirements of the Code and Regulations;
- c) adequate restrictions shall be placed on communication or procurement of UPSI as required by the Code;
- d) lists of all employees and other persons with whom UPSI is shared shall be maintained in the digital database and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
- e) all other relevant requirements specified under the Code shall be complied with;
- f) periodic process review, on an annual basis shall be conducted by the Audit Committee of the Company to evaluate the effectiveness of internal controls in place.

The Board shall ensure that the Chief Executive Officer or the Managing Director ensures compliance with Regulations.

The Audit Committee of the Company shall review compliance with the provisions of the Regulations, at least once in a financial year, on the basis of the Internal Audit Report presented and shall verify that the systems for internal control are adequate and are operating effectively.

As per Policy and procedures for inquiry in case of leak of UPSI or suspected leak of UPSI under Whistle Blower Policy / Vigil Mechanism, the Compliance officer and or Chairman of Audit Committee of the Company shall initiate appropriate inquiries on becoming aware of leak of UPSI or suspected leak of UPSI and promptly inform SEBI.

The Company shall have a whistle-blower policy which shall be available on the website of the Company. The Company shall also take steps to create awareness amongst its employees to enable them to report instances of leak of any UPSI.

If an inquiry is initiated by the Company in case of reported leakage of UPSI or suspected leak of UPSI, the Intermediaries and Fiduciaries engaged by the Company shall be duty bound to co-operate with the Company in connection with such inquiry conducted by the Company.



Penalty for Insider Trading

1. An Insider who acts in contravention of these Rules shall be liable to have his services or relationship with the Company, as the case may be, terminated.
2. Directors, Officers and employees of the Company who violate these rules shall be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in the Company's stock option plans or termination or such other action as the Company may decide.
3. [The SEBI or any other appropriate regulatory authority would also be informed of the violation of these Rules.

Amendments

Any amendment to the Code, shall be made only by the approval of the Board. The Board may also establish further rules and procedures from time to time to give effect to the intent of this Code and to further the objective of good corporate governance.

This Code shall be published on the website of the Company.

This Code approved by the Board of Directors on 10 July 2018, amended on 01 January 2022, amended on 29 March 2023, 10 August 2024, 03 February 2025 and 04 August 2025.



ANNEXURE 1

STOVE KRAFT LIMITED
FORMAT FOR DIGITAL DATABASE

[To be filled in by Designated Person & to be maintained by the Compliance Officer]

Sr.	Name of the person with whom UPSI is shared	PAN/Other identification No	Designation EMP No/Dept/Div Location /and Phone Mobile No.	Name of the immediate relatives and persons with material financial relationship their PAN and Mobile no as disclosed by DP	Name of educational institutions and attended past employer(s) of DP	DP Ben ID or Folio No	Date of identification	Date of cessation

to be filled in only in case of Employees



ANNEXURE 2

SPECIMEN OF APPLICATION FOR PRE-TRADING APPROVAL

Date: _____

To,

The Compliance Officer

Stove Kraft Limited

81/1, Medamarana Halli Village, Harohalli Hobli, Kanakapura Taluk

Ramanagar Dist Ka 562112

Dear Sir/Madam,

APPLICATION FOR PRE-TRADING APPROVAL IN SECURITIES OF THE COMPANY

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, and the Stove Kraft Ltd Code of Conduct for Prevention of Insider Trading, | seek approval for purchase/ sale/subscription of _____ Securities (including derivatives) (Give Description) of the Company as per the details given below

NAME OF APPLICANT:

State whether, the person on behalf of whom the application is being made is:

Sl.No	Designation	Please tick
1	Director	
2	Designated Person	
3	Immediate Relative	

Designation:

Employee No:

Department:

Location:

to be filled only by Employees



Nature of transaction	*Name of proposed Buyer/Seller	No of securities	**Previous approval no. and date of purchase /Allotment	*** Previous approval no. and date of sale /Allotment	DP/BEN ID of the account/ folio no. where the securities will be credited/debited	No of securities held in such Account /Folio No
					DP: BEN ID: FOLIO No	

* applicable for off market transaction

** applicable only if the application is in respect of sale of Securities (including derivatives)

*** applicable only if the application is in respect of sale of Securities (including derivatives) for which an earlier purchase sanction was granted by the Compliance Officer.

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature of Applicant)

Note: This application has to be preferably submitted through electronic mail at the dedicated e-mail _____ and may be followed by a hard copy.



ANNEXURE 3

FORMAT OF UNDERTAKING/DECLARATION TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-TRADING

UNDERTAKING/DECLARATION

To,

The Compliance Officer

Stove Kraft Limited # 81/1, Medamarana Halli Village,

Harohalli Hobli, Kanakapura Taluk

Ramanagar Dist Ka 562112

I _____, _____, resident of hereby declare, that I am a Designated Person of
Stove Kraft Limited.

I further declare that I am not in possession of or otherwise privy to any Unpublished Price Sensitive Information [as defined in the Stove Kraft Code of Conduct for Prevention of Insider Trading (the Code)] and that this transaction is not linked to any unpublished price sensitive information with respect to the Securities of the Company up to and at the time of signing this Undertaking/Declaration.

In case I have access to or I receive any Unpublished Price Sensitive Information after signing this Undertaking/Declaration but before execution of the transaction, I shall inform the Compliance Officer of the change in my position and refrain myself and shall also ensure that my Immediate Relatives would completely refrain from Trading in the Securities (including derivatives) of the Company till the time such Unpublished Price Sensitive Information becomes generally available.

I declare that I have not contravened the Code as adopted by the Company from time to time.

I undertake to submit the necessary post-trading report within two Trading Days of execution of the transaction/a 'Nil report if the transaction is not undertaken.



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 agree to comply with the provisions of the Code and provide any information relating to the trade as may be required by the Compliance Officer and permit the Company to disclose such detail to SEBI, if so required by SEBI.

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

Date :

Signature:

ANNEXURE 4

FORMAT FOR PRE-TRADING APPROVAL LETTER

Date

Approval No:

To,

Mr. /Mrs. _____

#Emp. No.: _____

#Designation: _____

PRE-TRADING AP PROVAL/ DISAPPROVAL - Your application dated _____

Dear Mr. /Mrs. _____

With reference to your above application (copy enclosed) seeking approval for undertaking certain transactions in Securities (including derivatives) of the Company detailed therein, please be informed that you are / your Immediate Relative _____ is hereby authorised/not authorised to undertake the transaction(s) 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).

This approval letter is valid till _____ (i.e., for {7} trading days from date hereof). If you / your Immediate Relative _____ do (es) not execute the approved transaction /trade on or before this date you would have to seek fresh pre-trading approval before executing any transaction/deal in the Securities (including derivatives) of the Company. Further, you are required to file the details of the executed transactions in the attached format within two {2} Trading Days from the date of transaction/deal. In case the transaction is not undertaken a -Nill report shall be necessary.]

Yours truly,

Compliance Officer

Encl: Format for submission of details of transaction (Annexure 5)

to be filled only by Employees

\$ applicable only in case of approval



ANNEXURE 5

FORMAT FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS

[To be submitted within 2 Trading Days of transaction/Trading in Securities (including derivatives) of the Company]

Date:

To,

The Compliance Officer

Stove Kraft Limited

81/1, Medamarana Halli Village,

Harohalli Hobli, Kanakapura Taluk Ramanagar Dist

Ka 562112

Dear Sir,

Details of Pre-Approved Transaction

Ref: Your Approval Letter No. _____ dated _____

I hereby inform you that | I my _____

- have not bought/sold/subscribed any Securities (including derivatives) of the Company

OR

- have bought/sold/subscribed to Securities (including derivatives) (Give Description) as mentioned below on (insert Date)

(To strikeout whichever is not applicable)

Name of holder	First or joint Holder	No of securities (including derivatives) dealt with	Bought/Sold/subscribed	Dp ID/Client ID(electric form)Folio no (for physical) where the sec will be debited or credited	Price Rs

** "F" first holder "J" joint holder



In connection with the aforesaid transaction(s), | hereby undertake to preserve, for a period of 5 (Five) 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 declare that the above information is correct and that no provisions of the Stove Kraft Code of Conduct for Prevention of Insider Trading and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

I declare that my dealing in these Securities (including derivatives) would in no manner be in violation of the provision of the Code, the Regulations and particularly the provisions pertaining to contra trade.

I agree not to enter into any contra trade for a period of [six months] from the date of the aforesaid transaction.

In case there is any urgent need to sell these Securities (including derivatives) within the said period,I shall approach the Company (Compliance Officer) for necessary approval.

Yours truly,

Signature:

Name:_____

#Emp. No:_____

#Dept./ Div._____

to be filled in only by Employees



ANNEXURE 6

FORMAT FOR DISCLOSURE OF PARTICULARS BY PROMOTER / MEMBER OF PROMOTER GROUP / KEY MANAGERIAL PERSONNEL / DIRECTOR/ DESIGNATED PERSON

PART A- Details required for making entry into the Register of Designated Persons

Date:

To,

The Compliance Officer,

Stove Kraft Limited

Dear Sir, My personal details are as under:

Name of promoter/member of promoter group / key managerial personnel (kmp) /director /designated person	
Employee no	
Grade	
Department	
Folio no.	
DP ID. & client id	
Mobile no	
PAN/other ID. No	
Date of Appointment	

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, hereby declare that have the following Immediate Relative(s):

Sl.no	Name of the Immediate	Relationship with Director/KMP DP	PAN/ Other id	Folio No./DP Id./Client Id.	Details of Security/(ies) Held	Address, Phone & Mobile No



Slno	Name of the person with whom I share a material financial relationship	PAN/ Other id	Folio No./DP Id./Client Id.	Phone & Mobile No.

Chronologically List the Names of Educational Institutions attended:

Chronologically List the Names of past Employers:

I hereby undertake to inform changes, if any, in the above details from time-to-time. I hereby declare that the above details are true, correct and complete in all respects.

Signature:

Name:

1. “immediate relative” means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;

2. “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

To be filled in only by Employees Name of the company: Stove Kraft Limited

PART B - Initial Disclosure under Regulation 7 (1) (a) read with Regulation 6 (2)

Name of the company: Stove Kraft Limited

ISIN of the company: Ordinary Shares —

Details of Securities held by Promoter, Member of Promoter Group, Key Managerial Personnel (KMP), Director, Designated Person and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & address with contact nos	Category of Person (Promoters/ Promoter Group / 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 (Fore.g. — Shares, Warrants, Convertible Debentures, etc.)	No .		Number of units (contracts * lot size) terms	Notional value in Rupee terms	Number of units (contracts * lot size) terms	Notional value in Rupee terms

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:



PART C — Initial Disclosure under Regulation 7 (1) (b) read with Regulation 6(2)

Name of the company: Stove Kraft Limited

ISIN of the company: Ordinary Shares

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or Member of Promoter Group of a listed company or on identification as Designated Person and other such persons as mentioned in Regulation 6(2)

Name, PAN/ot her Id. No., CIN/DI N & Addres s with Phone/ Mo bile nos.	Category of Person Promoters / Promoter Group/ KMP / Directors / Designate d Person/ immediat e relatives / Persons with whom the DP shares a Material Financial Relations hip, others, etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter/Me mber of Promoter Group/ appointment of Director / KMP/identific ation as Designated Person	Securities held at the time of becoming Promoter/Me mber of Promoter Group/ appointment of Director / KMP/identific ation as Designated Person		% of Shareholdi ng	Open Interest of the Future contracts held at the time of becoming Promoter/ appointment of Director / KMP/ identification as Designated Person		Open Interest of the Option Contracts held at the time of becoming Promoter/ appointment of Director / KMP/ identification as Designated Person	
			Type of No. security (For e.g. - Shares, Warrant s, Converti ble Debentur es, etc.)	No.		Numbe r of units (contra cts *lot size)	Notio nal value in Rupe e terms	Numbe r of units (contra cts *lot size)	Notio nal value in Rupe e terms

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:



Parts A & B have to be submitted by _____ or forthwith on being identified as Designated Person on adoption of the Code.

Parts A & C have to be submitted within 7 days on appointment as Director / KMP or on becoming Promoter or Member of the Promoter Group or being identified as Designated Person going forward.



ANNEXURE 7

FORMAT OF ANNUAL STATEMENT OF HOLDINGS BY PROMOTER / MEMBER OF PROMOTER GROUP / KEY MANAGERIAL PERSONNEL / DIRECTOR/ DESIGNATED PERSON AND THEIR IMMEDIATE RELATIVES

Date:

To,

The Compliance Officer

Stove Kraft Limited

Dear Sir,

STATEMENT OF SHAREHOLDINGS IN THE COMPANY (Stove Kraft Limited)

As on March 31, _____ I hereby declare the following details to be true, correct and complete in all respects:

Name of Promoter/ Group/ Director/KMP/ Designated Person	Designation	PAN/ Other identification No:	Folio No./DP Id.& Client Id.	Details of Security/(ies) Held	Address, Phone & Mobile No.

Sr.	Name of the Immediate Relative	Relationship with Director/KMP/Designated person	PAN/ Other id	Folio No /DP Id. & Client Id.	Details of Security/(ies) Held	Address, phone and Mobile No.

Sr.	Name of Person with whom I share a Material Financial Relationship	PAN/ Other id	Folio No /DP Id. & Client Id.	Phone & Mobile No.



I hereby also undertake to promptly inform changes, if any, in the above details from time-to-time.

Yours truly,

Signature:

Name:

Designation:

#Emp. No.:

*Dep. /Div.:

Notes:

1. “immediate relative” means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;

2. “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

To be filled in only by Employees

ANNEXURE-8

FORMAT FOR DISCLOSURE OF TRANSACTIONS CROSSING CERTAIN THRESHOLDS BY PROMOTER/ MEMBER OF PROMOTER GROUP/DIRECTORS/ DESIGNATED PERSONS PURSUANT TO REGULATION 7 (2) READ WITH REGULATION 6(2)

(To be submitted within 2 Trading Days of transaction/Dealing in Securities of the Company)

Name of the company: **Stove Kraft Limited**

ISIN of the company: **Ordinary Shares —**

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

Name, PAN No., CIN/DIN & address of Promoter / Member of Promoter Group / Designated Person / Director with contact nos.	Category of Person (Promoters /Member of Promoter Group / KMP/ Designated Person/ Directors / immediate relatives /others, etc.)	Securities held prior to acquisition / disposal		Securities acquired/ disposed	% of Share-holding		Date of allotment advice/acquisition of shares/sales 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 trade was executed
		Buy	Sell	Value	No. of units (contracts *lot size)	Value	No. of units (contracts *lot size)								
		Type of securities (For e.g. Shares, Warrants, Convertible Debentures etc.)	No. of securities	Type of securities (For e.g. Shares, Warrants, Convertible Debentures etc.)	Pre Transaction	Post Transaction	From	To							

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: