



POOJA LOGISTICS LIMITED

(formerly known as Pooja Logistics Private Limited)
(4 - Community Centre, Industrial Area, Lawrence Road, Delhi - 110035)
CIN U60300DL2011PLC228491

CODE OF CONDUCT FOR INSIDER TRADING & FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

***Approved by Board of Directors at its meeting held on
23rd December 2024***

1. BACKGROUND:

Securities and Exchange Board of India (SEBI), for protection of investors and to regulate the securities market, has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations) under the powers conferred on it under the SEBI Act, 1992 and amended the same by SEBI from time to time. The PIT Regulations requires every listed company to formulate a code of conduct to regulate, monitor and report trading by its employees and other 'connected persons' (as defined under the Regulations) towards achieving compliance with these Regulations and enforce a code of internal conduct and procedures based on the model code provided therein. Accordingly, the Board of Directors of **Pooja Logistics Limited ("PLL")** has adopted this Code covering a policy for determination of 'Legitimate purpose'.

2. PURPOSE & APPLICABILITY:

The Company endeavors to preserve the confidentiality and prevent the misuse of un-published price sensitive information (UPSI). The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all the applicable laws and regulations. Every director, officer, Designated Person of the Company has a duty to safeguard the confidentiality of all such information which he/ she obtains in the course of performance of official duties. Directors, officers and Designated Person of the Company should not use their position to gain personal benefit.

The Code is applicable to the following persons:

- 1) Promoters including member(s) of Promoter group;
- 2) Directors;
- 3) Designated Persons;
- 4) Consultants;
- 5) Connected Persons as defined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and as per clause 3.7 of this Code of Conduct.

3. DEFINITIONS:

In this Code the following definitions have been adopted:

"Act" means the Securities and Exchange Board of India Act, 1992 (15 of 1992), as amended.

"Board" means the Securities and Exchange Board of India.

"Code" means the Code of Conduct for prevention of Insider Trading, as notified hereunder, including any amendments/ modifications made from time to time.

"Company" means **Pooja Logistics Limited ("PLL")**.

"Compliance Officer" means Company Secretary of the Company or in absence of Company Secretary, any senior officer, designated so or in absence of both, the

Executive Director or such other senior officer, who is financially literate and is capable of appreciating requirements of legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring and adherence to the rules for preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in this Code of Conduct and Compliance officer shall function and carry out his responsibilities under the overall supervision of the Board of Directors of the Company.

Explanation – for the purpose of this regulation “financial literate” shall mean a person, who has the ability to read and understand basic financial statement i.e., Balance Sheet, Statement of Profit and Loss, Cash Flow statement etc.

"Concerned Adviser/ Consultants" of the Company means such Advisers or Consultants who in the opinion of the Company may have access to unpublished price sensitive information.

"Connected Person" means: -

- (i) Any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established-
 - a. an immediate relative of connected persons specified in (i) above; or
 - b. a holding company or associate company or subsidiary company; or
 - c. an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - d. an investment company, trustee company, asset management company or an employee or director thereof; or
 - e. an official of a stock exchange or of clearing house or corporation; or
 - f. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - g. a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - h. an official or an employee of a self-regulatory organization 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 immediate relative or banker of the company, has more than ten per cent of the holding or interest;

k. Advisers or Consultants or Retainers or Professionals or any other Agency who in the opinion of the Company may have access to unpublished price sensitive information.

“Designated Person(s)” shall have the meaning ascribed to such term in Clause 5 of this code.

“Dealing in securities” means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or as an agent.

“Director” means Director appointed on the Board of the Company.

“Generally Available Information” means information that is accessible to the public on a nondiscriminatory basis.

NOTE: Information published on the website of a stock exchanges, would ordinarily be considered generally available.

“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;

NOTE: It is intended that the immediate relatives of a “connected person” to become connected persons for purposes of the PIT Regulations.

“Insider” means any person who is:

- (i) a connected person; or
- (ii) In possession of or having access to unpublished price sensitive information; or
- (iii) Any person who is in receipt of unpublished price sensitive information for legitimate Purpose. It is clarified that any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for the purpose of this code.

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

“KMP” means Key Managerial Person, and includes-

- (i) the Chief Executive Officer or the managing director or whole-time director or the Manager;
- (ii) the Company Secretary;
- (iii) the Chief Financial Officer; and
- (iv) Such other officer as may be appointed by the Board of Directors of the Company as Key Managerial Person.

“Legitimate purpose” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partner(s), collaborator(s), lender(s), customer(s), supplier(s), merchant banker(s), legal adviser(s), auditors, insolvency professional(s) or other adviser(s) or consultant(s) or service provider(s), provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

“Material Facts” - The materiality of a fact depends upon the circumstances. A fact is considered “material”, if it is likely to affect the market price of the securities, upon coming into public domain. Material information can be positive or negative and can relate to virtually any aspect of the business of a company or its affiliates or to any type of security, debt or equity. Examples of material information include (but are not limited to) facts concerning: i) Dividends; ii) Corporate earnings or earnings forecasts; iii) Business performance developments, such as number of customers; mergers or acquisitions; major litigation; significant borrowings or financing; defaults on borrowings; and bankruptcies, iv) Issues of securities or buyback of securities; v) Any major expansion plans or execution of new projects; vi) Amalgamation, mergers or takeovers; vii) Disposal of whole or substantial part of the undertaking; and viii) Any significant changes in policies, plans or operations of the Company.

“Need to Know” basis means that unpublished price sensitive information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to any conflict of interest or appearance of misuse of information.

“Non-public Information” means information which is not available to the general public. In order for information to be considered public, it must be widely disseminated in a manner making it generally available to investors by distribution to stock exchanges, where Company's shares are listed or through such media as press and television, journals or similar broad distribution channels in India and abroad. The circulation of rumors, even if accurate and reported in the media, does not constitute effective public dissemination.

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

“Securities” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof, except units of mutual funds.

“Stock Exchanges” shall mean any recognized stock exchange on which Company's securities are listed.

"Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities 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 Code of Conduct under Insider Trading Regulations strictly not buying, selling or subscribing, such as pledging etc. when in possession of unpublished price sensitive information.

"Trading Day" means a day on which the recognized stock exchanges are open for trading.

"Trading Window" Trading window shall refer to specified period during which the trading in securities of the Company is permitted. During the closure of Trading Window, trading in Company's securities is prohibited for designated persons and is restricted for other employees.

"Unpublished Price Sensitive Information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: – i. financial results; ii. dividends; iii. change in capital structure; iv. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; v. changes in key managerial personnel;

NOTE: It is intended that information relating to a company or securities, that is not generally available would-be unpublished price sensitive information if it is likely to materially affect the price upon coming into the public domain. The types of matters that would ordinarily give rise to unpublished price sensitive information have been listed above to give illustrative guidance of unpublished price sensitive information. For any clarifications on definitions or terminology or procedural aspects mentioned in this Policy, the SEBI PIT Regulations shall be looked into.

4. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS:

Communication or procurement of unpublished price sensitive information

4.1 No insider shall communicate, provide, or allow 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.

NOTE: This provision is intended to cast an obligation on all insiders who are essentially persons in possession of unpublished price sensitive information to handle such information with care and to deal with the information with them when transacting their business strictly on a need-to-know basis. It is also intended to lead

to organisations developing practices based on need-to-know principles for treatment of information in their possession.

4.2 No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

NOTE: This provision is intended to impose a prohibition on unlawfully procuring possession of unpublished price sensitive information. Inducement and procurement of unpublished price sensitive information not in furtherance of one's legitimate duties and discharge of obligations would be illegal under this provision.

4.3 Notwithstanding anything contained in this regulation, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would: –

- i. entail an obligation to make an open offer under the takeover regulations where the board of directors of the listed Company is of informed opinion that sharing of such information is in the best interests of the Company;
- ii. not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the listed Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts.

NOTE: It is intended to permit communicating, providing, allowing access to or procuring UPSI also in transactions that do not entail an open offer obligation under the takeover regulations 14 [when authorised by the board of directors if sharing of such information] is in the best interests of the company. The board of directors, however, would cause public disclosures of such unpublished price sensitive information well before the proposed transaction to rule out any information asymmetry in the market.

4.4 For purposes of sub-regulation (3), the board of directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of sub-regulation (3), and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

4.5 The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

4.6 The board of directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

5. DUTIES OF COMPLIANCE OFFICER:

5.1 The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for preservation of Unpublished Price-sensitive Information, preclearing of trades by Designated Persons, monitoring of trades and the implementation of the code under the overall supervision of the Board of Directors of the Company.

5.2 The Compliance officer shall maintain records of all the declarations in the appropriate form given by the Designated Persons for a minimum period of five years.

5.3 The Compliance officer may in consultation with the Co - Chairman / Managing Director and shall as directed by the Board, specifies "Prohibited Period" from time to time and immediately makes an announcement thereof and shall maintain a record of "Prohibited Period" specified from time to time.

5.4 The Compliance Officer shall place report on insider trading to the Board of Directors for the purpose of the Code and in particular, shall provide reports to the Chairman of the Audit Committee and to the Chairman of the Board annually or at such frequency as may be stipulated by the board of directors.

5.5 The Compliance Officer shall assist all employees in addressing any clarifications regarding the Regulation and Company's Code of Conduct.

6. PROHIBITIONS ON TRADING OF SECURITIES:

6.1 No insider, either on his own behalf, or on behalf of any other person shall trade in the Securities of the Company when in possession of Unpublished Price

Sensitive Information. However, trading in following cases is allowed i.e., restriction mentioned above is not applicable in following cases:

- a) Transaction is an off-market inter-se transfer between insiders who were in possession of the same unpublished price sensitive information without breach of Regulation 3 of Insider Trading Regulation mentioned herein and both parties had made a conscious and informed trade decision.

Provided that such unpublished price sensitive information was not obtained under 4.3 of this Code and such off-market trades are required to be reported by the insiders to the company within two working days.

Every company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

- b) Transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of regulation 3 of Insider Trading Regulation and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained by either person under 4.3 of this Code.

- c) transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

- d) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

- e) in the case of non-individual insiders: –

1. the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and

2. appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached.

- f) Trades is pursuant to Trading Plan made in accordance with Insider Regulation.

7. TRADING PLAN:

7.1 An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

Such trading plan shall: –

- (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan.
- (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results.
- (iii) entail trading for a period of not less than twelve months.
- (iv) not entail overlap of any period for which another trading plan is already in existence.
- (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and (vi) not entail trading in securities for market abuse.

7.2 The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of Insider Trading Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

7.3 The trading plan once approved shall be irrevocable and the inside shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information.

7.4 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

8. TRADING WINDOW:

8.1 The trading period during which Company's securities can be traded is called **trading window**. The trading window shall be closed during the time the price sensitive information is un-published.

8.2 When the trading window is closed, the **Designated Persons** (including their immediate relatives) shall not trade in Company's securities in such period.

8.3 The trading window shall be, inter-alia closed at the time of:

- a) Declaration of **Financial results**
- b) Declaration of **dividends** (interim and final)
- c) Change in **capital structure**
- d) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business
- e) Changes in **key managerial personnel**
- f) Such other time as the compliance officer determines that a designated person or class of designated person is reasonably expected to have possession of unpublished price sensitive information.

8.4 The Compliance Officer shall also close the trading window when he / she determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

8.5 The trading window shall be opened 48 (Forty-Eight) hours after the UPSI becomes generally available.

The trading window shall also be applicable to any person having contractual or fiduciary relation with Company, such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising Company.

8.6 The Compliance Officer after taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than 48 (Forty-Eight) hours after the information becomes generally available.

8.7 However, subject to the SEBI Act, Rules, and Regulations, in case of ESOP if applicable, exercise of options shall be allowed during the period when the trading window is closed. However, sale of shares allotted on exercise of ESOP's shall not be allowed when the trading window is closed.

8.8 Creation of pledge is allowed when trading window is closed. However, the pledger or pledgee may demonstrate that the creation of pledge was bona fide and prove their innocence under proviso to sub regulation (1) of regulation 4 of the Insider Regulation.

9. PRE-CLEARANCE OF TRADES:

No Designated Person and / or any of his Immediate Relatives can Trade in Company Shares without obtaining pre-clearance from the Compliance Officer. Such pre-clearance shall only be considered for the Trade in the Company Shares, in accordance with this Code. However, no pre-clearance shall be required for subscribing to shares pursuant to exercise of stock options.

Every Designated Person (including their Immediate Relatives) is required to obtain pre-clearance (irrespective of the number or value of Securities) from the Compliance Officer by making an application along with an undertaking before they Trade in any Company Shares. The undertaking shall state that the Designated Person and/or any of their Immediate Relatives is not in possession of UPSI relating to Company Shares at the time of signing the undertaking and also state that in case he /she receives any such UPSI after signing but before execution of the transaction applied for he/she will refrain from executing the transaction. The Compliance Officer shall approve the pre-clearance in the manner as prescribed by the Company.

In case of Trade by the Compliance Officer, the Compliance Officer shall obtain pre-clearance of Trade from the Board of Directors or Chief Financial Officer of the Company.

- a. Designated Person and/or any of his Immediate Relatives shall execute their Trade in respect of Company Shares within 7 (seven) Trading days from the approval of pre-clearance is granted or date of closure of Trading Window, whichever is earlier.
- b. The approval for pre-clearance if granted shall be valid for 7 (seven) Trading days starting from the date of pre-clearance or date of closure of Trading Window, whichever is earlier. In other words, the pre-cleared transaction is required to be executed within 7 (seven) Trading days starting from the date of pre-clearance or date of closure of Trading Window, whichever is earlier, failing which fresh pre-clearance would be required to be sought.
- c. The Compliance Officer will not give pre-clearance to any Designated Person or his Immediate Relatives if the Compliance Officer has reasons to believe that such Designated Person or his Immediate Relatives are in possession of UPSI.

The Compliance Officer in consultation with the CFO may permit Trading (including contra trading) in Company Shares subject to and only where permitted under the Applicable Law.

10. MAINTENANCE OF STRUCTURED DIGITAL DATABASE:

10.1 The Company shall maintain a structured digital database containing the names of such persons or entities as the case may be with whom information is shared under this code read with PIT Regulations, along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.

10.2 The said digital database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

11. CONTRA TRADES:

11.1 Designated Persons (including their Immediate Relatives) will not contra trade in Company Shares except in compliance with Regulations and this Code.

11.2 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 these Regulations.

11.3 If a Contra Trade is executed in violation of this clause or Applicable Law, 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.

12. PRINCIPLES OF FAIR DISCLOSURE WITH RESPECT TO UNPUBLISHED PRICE SENSITIVE INFORMATION:

- i. The Managing Director/Whole- Time Director/Chief Executive Officer/Chief Financial officer/Company Secretary of the Company or any designated person are entitled to deal with dissemination of information and disclosure of unpublished price sensitive information.
- ii. The Company to make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- iii. The Company would ensure uniform and universal dissemination of unpublished price sensitive information like publication of policy(s) related to dividend, if any, inorganic growth pursuits, etc. to avoid selective disclosure, thereby providing equality of access to such price sensitive information to all concerned.
- iv. Once the Unpublished Price Sensitive Information made public i.e., post dissemination to the stock Exchange(s), such information may be shared with media, analysts, investors etc.
- v. The Company shall promptly disseminate unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- vi. The Managing Director & the Chief Executive Officer, Whole Time Director, the Chief Financial officer, the Company Secretary of the Company or any designated person,

which the Board may deem fit shall jointly and/or severally give appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.

- vii. The above said personnel of the Company to ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
- viii. The above said personnel of the Company to ensure that the best practices are developed to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences and to host such transcripts, etc. on the official website of the Company to ensure official confirmation and documentation of disclosures made, within 15 working days of the event.
- ix. The Company to ensure that all Unpublished Price Sensitive Information to be handled and shared only on a need-to-know basis.
- x. The Company should publish the code of practices and procedures for fair disclosure of UPSI on its official website.
- xi. Every such code of practices and procedures for fair disclosure of UPSI and every amendment thereto shall be promptly intimated to the stock exchanges where the securities are listed.

13. PENALTIES FOR CONTRAVENTION OF THIS CODE:

Every Designated Person shall be individually responsible for complying with the provisions of this Code (including to the extent the provisions hereof are applicable to his /her immediate Relatives).

In case of any violation of the Code by the Designated Person (or their Immediate Relatives) penal action may be taken against such Designated Person by the Company pursuant to the Applicable Law. Additionally, such person may also be subjected to disciplinary action including termination of employment, suspension, wage freeze, nonparticipation in future employee stock option or any other appropriate action as may be decided by the Audit Committee/Board.

Action taken by the Company for violation of the Code against any Designated Person will not preclude SEBI from initiating any action for violation of the Regulations or any other Applicable Laws, rules, directions, etc. Accordingly, in addition to the action taken by the Company, the person violating the Code and Regulations will also be subject to action by SEBI including but not limited to monetary penalties or imprisonment as per Applicable Law.

14. AMENDMENT:

The Board shall be responsible for the administration, interpretation, application and review of this policy. The Board shall be empowered to bring about necessary changes to this policy, if required at any stage in compliance with the prevailing laws.

FORM A
SECURITIES AND EXCHANGE BOARD OF INDIA (Prohibition of Insider Trading)
REGULATION, 2015
{Regulation 7(1)(a) read with Regulation 6(2) – Initial Disclosure to the Company}

Name of the company: Pooja Logistics Limited

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) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP Directors /immediate relatives/other s etc.)	Securities held as on the date of regulation coming into force		% of Sharehol ding	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 e.g. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of Units (contrac ts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	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:

FORM B

SECURITIES AND EXCHANGE BOARD OF INDIA (Prohibition of Insider Trading) REGULATION, 2015
{Regulation 7(1)(b) read with Regulation 6(2) – Disclosure on becoming a key managerial personnel/ director/ promoter/ member of the promoter group}

Name of the company: Pooja Logistics Limited

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) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoter s/ 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/appoint ment 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 e.g. – Shares, Warrants, Convertible Debentures etc.)	No.			

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 C
SECURITIES AND EXCHANGE BOARD OF INDIA (Prohibition of Insider Trading) REGULATION, 2015
{Regulation 7(2) read with Regulation 6(2) – Continual disclosure}

Name of the company: Pooja Logistics Limited
 ISIN of the company: _____

Details of change in holding of Securities of Promoter, Designated Persons and Employees and other such persons as mentioned in Regulation 6(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015

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		% 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-set transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc.)				Exchange on which the trade was executed
		Type of security (For e.g. Shares Warrants	No.	Type of security (For e.g. Shares, Warrants	No.				Pre transaction	Post transaction	From	To	
		Convertible Debenture etc.)		Convertible Debentures etc.)									

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

Signature:

Date:

Designation:

Place:

FORM D
SECURITIES AND EXCHANGE BOARD OF INDIA (Prohibition of Insider Trading) REGULATION, 2015
{Regulation 7(3) – Transaction by Other connected persons as identified by the company}

Details of Trading in securities by other connected persons as identified by the company.

Name, PAN No., CIN/DIN & address of connected persons, as identified by the company with contact nos.	Connection 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 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 e.g. – Shares, Warrants Convertible Debentures etc.)	No.	Type of security (For e.g. – Shares, Warrants Convertible Debentures etc.)	No.	Pre trans- action	Post trans- action	From	To	Buy		Sell											
										Value	No. of units (contracts * lot size)	Value	No. of units (contracts * lot size)										
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17							

Note: (i) "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 - E
SPECIMEN OF APPLICATION FOR PRE-CLEARANCE OF TRADING IN
SECURITIES

To,
The Compliance
Pooja Logistics Limited (“Company”)
4 - Community Centre, Industrial Area, Lawrence Road, Delhi - 110035~~L-9, LGF, Kalkaji, New Delhi 110019~~

Sub: Application for Pre-dealing approval in securities of the Company

Dear Sir/Madam,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and PLL Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders, (“Code”), I seek approval to purchase / sale / subscription/dealing of securities of the Company as per details given below:

Sr.No.	Particulars	Particulars
1	Name	
2	Designation, Department & Employee Code	
3	Number of securities held as on date	
4	Folio No. / DP ID / Client ID No.	
5	The proposal is for:	Sale <input type="checkbox"/> Purchase <input type="checkbox"/> Subscription <input type="checkbox"/> Others <input type="checkbox"/>
6	Proposed date of dealing in securities	
7	Estimated number of securities proposed to be acquired/subscribed/sold	
8	Price at which the Transaction is proposed	
9	Current market price (as on the date of application)	
10	Whether the proposed transaction will be through stock exchange or off-market deal	
11	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the form of undertaking signed by me.

Yours faithfully

(Signature)

Form – F
FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR
PRE- CLEARANCE

I, _____, _____ of the Company residing at _____, am desirous of dealing in securities of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare and undertake that:

- a) I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code up to the time of signing this Undertaking).
- b) In the event that I have access to or received any information that could be construed as "Unpublished 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.
- c) I have not contravened the provisions of the Code as notified by the Company from time to time.
- d) I shall submit the necessary report within two working days of execution of the transaction in case transaction is executed and within two working days from the date of expiry of seven days from the date of pre clearance approval in case transaction is not undertaken.
- e) If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.
- f) I have made full and true disclosure in the matter.

Date _____

Signature: _____

Form-G 1
Pre-Clearance Order
(On letter head of the Company)

To,
Name: _____
Designation: _____
Place: _____

Dear Sir/Madam,

This is to inform you that your request for dealing in _____(nos.) shares of the Company as mentioned in your application dated _____ is approved.
Please note that the said transaction must be completed on or before _____ (date) that is within Seven (7) days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company.

Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be filed.

For Pooja Logistics Limited

(Company Secretary & Compliance officer)

Date: _____

Enclosed: Format for submission of details of transaction

Form-G2
FORMAT FOR DISCLOSURE OF TRANSACTIONS

To,
The Compliance Officer
Pooja Logistics Limited("Company")
4 - Community Centre, Industrial Area,
Lawrence Road, Delhi - 110035.

I hereby inform that I:
Have bought/sold/subscribed the securities of the Company as per the following details:

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

I have NOT DEALT in the equity shares of the Company as per my application dated _____ and as approved by you on _____.

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:

- (i) Broker's contract note.
- (ii) Proof of payment to/from brokers.
- (iii) Extract of bank passbook/statement (to be submitted in case of demat transactions).
- (iv) 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 hereby declare that the above information is correct and no provisions of the Company's Code and/or the applicable laws/regulations have been contravened for effecting the aforesaid transaction(s).

Signature:

Date:

Designation:

Place:

Form H
**Annual Disclosure of Securities held by Promoter, Key Managerial Personnel, Director
And Designated Persons and Immediate Relatives**
**(Code of Conduct for Prevention of Insider Trading and Fair Disclosure of Unpublished
Price Sensitive Information)**

To,
The Compliance Officer
Pooja Logistics Limited("Company")
(4 - Community Centre, Industrial Area,
Lawrence Road, Delhi – 110035)

Dear Sir/ Madam,

In terms of Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders, I, _____ of the Company/connected with the Company in the capacity of _____ hereby inform you about the securities / voting rights held by me / Immediate relatives as on March 31st as per particulars give under:

A. Disclosure of Securities by Director and Designated Employee

Type of Securities	Number of securities held as on year ended	Number of securities bought during the year ended	Number of securities sold during the year ended	Folio No./Client ID/DP ID	PAN

B. Disclosure of Securities by Immediate Relative of Director and Designated Employee

Name of immediate relative	Type of Securities	Number of securities held as on year ended	Number of securities bought during the year ended	Number of securities sold during the year ended	Number of securities sold during the year ended	Folio No./Client ID/DP ID

I hereby declare that the above details are complete and correct. I further declare that I have complied with the provisions of Code. I am fully aware about consequences in case of any non-compliance by me and shall be responsible for any action/inaction.

Signature:

Date:

Designation:

Place: