RAJOO ENGINEERS LIMITED

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

(UNDER THE SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015, AS AMENDED)

[Last updated on 20/01/2026]

1. Introduction

The Securities and Exchange Board of India ("**SEBI**") has prescribed the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the "**PIT Regulations**"), as amended from time to time. This Code is adopted by Rajoo Engineers Limited (the "Company") to regulate, monitor and report trading in securities by Designated Persons and other persons to whom the Code applies and to establish procedures for prevention, detection and inquiry into actual or suspected violations, including leak or suspected leak of unpublished price sensitive information ("**UPSI**").

2. Objective

The purpose of this Code is to establish a clear and practical framework for prevention of insider trading, preservation of UPSI, trading-window controls, pre-clearance, disclosures, trading plans, maintenance of records, inquiry into suspected leaks and disciplinary action, in accordance with the PIT Regulations and other applicable laws.

3. Definitions

3.1 "**Act**" means that the Securities and Exchange Board of India Act, 1992.

3.2 "**Board**" means the Board of Directors of the Company.

3.3 "**Code**" or "**Code of Conduct**" shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of Rajoo Engineers Limited as amended from time to time.

3.4 "**Company**" or "**REL**" means Rajoo Engineers Limited.

3.5 "**Compliance Officer**" means as defined under Regulation 2(1)(c) of the Regulations.

3.6 "**Connected Person**" means as defined under Regulation 2(1)(d) of the Regulations.

3.7 "**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 agent.

3.8 **"Designated Person(s)"** shall mean the persons identified by the Company in accordance with the PIT Regulations and this Code, including such employees and connected persons whose role or function and access to UPSI warrants their inclusion, as determined and informed by the Compliance Officer.

i. Senior employees at the level of Assistant General Manager and above, or such equivalent grades identified by the Company based on their role and access to UPSI;
ii. Every employee in the finance, accounts, secretarial and legal department as may be determined and informed by the Compliance officer; and
iii. any other person, including an employee or other individual, who is designated by the Compliance Officer from time to time based on the person's role, function, seniority, professional designation and access to UPSI.

3.9 "**Director**" means a member of the Board of Directors of the Company.

3.10 “**Employee**” means every employee of the Company including the Directors in the employment of the Company.

3.11 “**Generally available Information**” means information that is accessible to the public on a non-discriminatory basis.

3.12 “**Immediate Relative**” means as defined under Regulation 2(1)(f) of the Regulations.

3.13 “**Relative**” shall mean as defined under Regulation 2(1) (hc) of the Regulations.

3.14 “**Insider**” means as defined under Regulation 2(1)(g) of the Regulations.

3.15 "**Investor Protection and Education Fund**” means the Investor Protection and Education Fund created by the Board under section 11 of the Act;

3.16 **“Key Managerial Personnel”** means the person(s) having the meaning assigned to the term under the Companies Act, 2013, as amended from time to time.

3.17 “**Legitimate Purpose**” shall have meaning as per the explanation under Regulation 3(2A) of the Regulations.

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

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

3.20 **“PIT Regulations”** mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, together with applicable circulars, notifications and directions issued thereunder.

3.21 “**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.

3.22 “**Takeover Regulations**” means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.

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

3.24 “**Trading Day**” means a day on which the recognized stock exchanges are open for trading.

3.25 **“Unpublished Price Sensitive Information”** or **“UPSI”** means any information relating to the Company or its securities, directly or indirectly, that is not generally available and which, upon becoming generally available, is likely to materially affect the price of the securities. UPSI shall ordinarily include the following matters, subject to the applicable materiality and regulatory criteria:

(i) financial results;
(ii) dividends;
(iii) change in capital structure;

(iv) mergers, de-mergers, acquisitions, delistings, disposals, expansion of business, and award or termination of orders/contracts not in the normal course of business, and such other transactions as may be specified under applicable law;

(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; and

(xvii) such other matters or events as may qualify as UPSI under the PIT Regulations, including applicable materiality criteria under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable law.

Words and expressions used in this Code and not defined herein shall, unless the context otherwise requires, have the meanings assigned to them under the PIT Regulations, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the rules, regulations and circulars made thereunder.

4. Compliance Officer

The Compliance Officer shall administer this Code, advise Designated Persons and other covered persons on the application of the PIT Regulations and this Code, and facilitate compliance through appropriate procedures, systems and training.

The Compliance Officer shall maintain and periodically update the list of Designated Persons and persons with whom the Company has a contractual, fiduciary or other relationship that may provide access to UPSI, as applicable.

The Compliance Officer shall determine and communicate closure and reopening of the Trading Window in accordance with the PIT Regulations and this Code, including any additional closure necessitated by UPSI.

He shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of "Price Sensitive Information"

5. Preservation of "Price Sensitive Information"

5.1 The Insider shall not communicate, provide or allow access to any unpublished price sensitive information, relating to the Company (REL) or its securities, to any person including other Insiders except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

5.2 No person shall procure from or cause the communication by any Insider of unpublished price sensitive information, relating to the Company (REL) or securities of the Company except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

5.3 Unpublished Price Sensitive Information relating to the Company or securities of the Company can be shared by an Insider to any person including other insiders on exceptional basis for legitimate purposes as per the "Policy for determination of Legitimate Purposes".

5.4 In accordance with the provisions of Regulation 3(2A) of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Company has formulated a "Policy for determination of Legitimate Purposes" as a part of "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" of the Company formulated under regulation 8.

5.5 The Insider in possession of unpublished price sensitive information shall handle with care and deal with such information strictly on a "need-to-know" basis.

5.6 Limited access to confidential information and creation of Chinese Walls by the Insider to protect the confidential information :

Insider possessing the confidential information shall take utmost care to keep the confidential information secured under the lock and key and shall not keep any confidential information in open condition. The Insider who is as a part of his / her duty, required to send the confidential information from the Company to the Directors or to any other person(s) or from one department to another department or within the department, he/she shall ensure that such confidential information must be sent only in a sealed cover mentioning thereon "strictly confidential" as per the nature of the information. It will be the duty of the Insider possessing such confidential information to safeguard such confidential information so that a Chinese Walls are created and no other employees / persons other than the persons who need to know, such information should be able to cross the wall. All the soft copies of confidential information must be stored in his computer with a secured password. In no event, the Insider possessing the confidential information in his computer or physically in his drawer should share his password or key, so as to prevent any unauthorized access to such information. In case Insider fails to take the necessary care to safeguard the confidential information, he will be liable for such violation including but not limited to necessary disciplinary actions shall be taken by the Managing Director / Compliance Officer of the Company. Looking to the seriousness of the default and the likely impact / violation of this Code of Conduct, the disciplinary action may include levying of penalty in monetary terms, forfeiture of profits, freezing of salary of the defaulter, or suspension of the defaulter etc.

5.7 The Company will maintain Structured Digital Database internally 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 databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. The Designated Person and/or concern department who will be sharing the data will maintain such information and provide the relevant details to the Secretarial Department.

The SDD and related records shall be preserved for not less than eight years after completion of the relevant transactions, or for such longer period as may be required under applicable law. Where the Company receives any information from SEBI or another competent authority regarding an investigation or enforcement proceeding, the relevant information shall be preserved until completion of such proceeding.

6. Trading Window and Window Closure

6.1 Designated Persons and their Immediate Relatives shall be subject to the trading restrictions, Trading Window requirements and other controls prescribed under this Code, in addition to the restrictions applicable to Insiders under the PIT Regulations.

6.2 All designated persons shall be subject to trading restrictions enumerated below:

(i) Designated Persons and their Immediate Relatives may trade in the securities of the Company only when the Trading Window is open, except for transactions specifically exempted under the PIT Regulations or this Code. Trading shall in all cases remain subject to the prohibition against trading while in possession of UPSI**.**

(ii) All the designated persons shall not deal in securities of the Company during the periods when Trading Window is closed, or when he / she is holding unpublished price sensitive information or during any other period as may be specified by the Compliance Officer, from time to time. When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

(iii) The Trading Window shall ordinarily be closed from the end of each quarter until 48 hours after declaration of the financial results and after the information has become generally available. The Trading Window may also be closed at any other time when the Compliance Officer determines that Designated Persons or a class of Designated Persons can reasonably be expected to possess UPSI. The closure shall apply to Designated Persons and their Immediate Relatives. Notwithstanding whether the Trading Window is open or closed, no person shall trade while in possession of UPSI. Provided that, for UPSI not emanating from within the Company, the Trading Window may remain open to the extent permitted by the PIT Regulations.

(iv) The Trading Window restrictions shall not apply to such transactions as are expressly exempted under the PIT Regulations, including:

(i) transactions expressly covered by Regulation 4 of the PIT Regulations, subject to the conditions prescribed therein and, where applicable, pre-clearance and other controls under this Code;

(ii) transactions undertaken pursuant to applicable SEBI regulations or other statutory mechanisms, including rights issues, further public issues, conversion of securities, preferential issues, buy-back offers, open offers, delisting offers or such other transactions as may be permitted under the PIT Regulations.

(v) Where a violation of the Trading Window restriction occurs, the Company shall examine the circumstances and take appropriate action in accordance with the PIT Regulations, including disgorgement/remittance of profits where required.

(vi) Any monetary penalty or disciplinary measure shall be imposed in accordance with the PIT Regulations and the Company's applicable disciplinary framework; this Code does not create an automatic monetary penalty for a loss-making trade.

(vii) The Compliance Officer may extend appropriate trading restrictions to persons having a contractual, fiduciary or other relationship with the Company, including advisers, auditors, consultants and other professional intermediaries, to the extent permitted or required under the PIT Regulations and based on their access to UPSI.

(viii) During the period when Trading Window is open, the designated persons may trade in the securities of the Company within the thresholds limit as may be prescribed from time to time.

(ix) During the period when Trading Window is open, the designated persons may trade in the securities of the Company within the thresholds limit i.e. maximum such number of Equity Shares of which the total market value should not be more than Rs. 10,00,000/-.

(x) A Designated Person proposing to trade above the prescribed threshold shall obtain pre-clearance from the Compliance Officer before placing or executing the trade. The application shall contain the prescribed particulars and declarations and any additional information reasonably required by the Compliance Officer. No trade shall be executed until written pre-clearance is received. The Compliance Officer shall maintain a restricted list and use it, where applicable, as one of the controls for considering pre-clearance requests. The application shall be made in the form set out in **Annexure 1** and shall be accompanied by the undertaking in **Annexure 2**.

(xi) The pre-clearance application shall include a declaration that the applicant is not in possession of UPSI. No application shall be made, and no pre-clearance shall be granted, where the applicant is in possession of UPSI, regardless of whether the Trading Window is open.

(xii) A pre-cleared trade shall be executed within the period specified in the approval, which shall not exceed seven trading days from the date of approval. If the trade is not executed within that period, fresh pre-clearance shall be obtained. Details of the executed trade shall be reported to the Compliance Officer within two trading days of execution, and a Nil report shall be submitted where the approved trade is not undertaken, in such form as may be prescribed by the Company. The pre-clearance approval shall be issued in the form set out in **Annexure 3** or such other form as may be prescribed by the Compliance Officer from time to time.

(xiii) A Designated Person shall not execute a contra trade for a period of six months from the date of the earlier trade, except where relaxation is permitted by the Compliance Officer for reasons to be recorded in writing and such relaxation does not violate the PIT Regulations.

(xiv) If the contra-trade is executed, inadvertently or otherwise, in violation of such a restriction, the designated person shall bring this fact to the notice of Compliance Officer immediately and the designated person shall deposit the profit of such trade with the Compliance Officer by way of Cheque / Demand Draft immediately in the name of Investor Protection and Education Fund or any other name as may be specified by SEBI from time to time which shall be remitted to SEBI for credit to the Investor Protection and Education Fund or any other fund as may be specified by SEBI.

(xv) The Company shall not impose an automatic monetary penalty merely because a contra trade resulted in a loss. Any disciplinary action shall be determined case-by-case in accordance with the PIT Regulations and the Company's applicable disciplinary framework.

6.3 Trading Plans:

6.3.1 An Insider may formulate a trading plan and submit it to the Compliance Officer for approval and public disclosure in accordance with Regulation 5 of the PIT Regulations. Trades may thereafter be carried out only in accordance with the approved plan and applicable law.

6.3.2 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) entail trading for a period of not less than twelve months;
(iii) not entail overlap of any period for which another trading plan is already in existence;
(iv) 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;
(v) not entail trading in securities for market abuse;
(vi) any other requirement as may be specified by SEBI or by the Compliance Officer from time to time.

6.3.3 The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the Regulations and may take such express undertakings as may be necessary or deemed fit to enable such assessment and to approve and monitor the implementation of the plan.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

6.3.4 An approved trading plan shall be implemented in accordance with the PIT Regulations. Any modification, deviation, cancellation or inability to implement the plan shall be dealt with strictly in accordance with Regulation 5 and applicable SEBI requirements.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation and in such event, the Insider shall bring this fact to the knowledge of Compliance Officer and upon such receipt of information from the Insider, the Compliance Officer may if deemed fit, confirm the deferment of the commencement of the Plan until such unpublished price sensitive information becomes generally available information so as to avoid any violations under the Regulations.

6.3.5 The Compliance Officer shall notify an approved trading plan to the stock exchange(s) on the date and in the manner prescribed under the PIT Regulations.

6.4 General Provisions

6.4.1 Where required under the PIT Regulations or this Code, disclosures shall cover trading by the Designated Person's Immediate Relatives and by any other person for whom the Designated Person takes trading decisions.

6.4.2 Disclosures and monitoring under this Code shall cover securities and, where applicable, derivatives with reference to their underlying securities, to the extent permitted under law and applicable exchange rules.

6.4.3 Records and disclosures maintained under this Code shall be preserved for the period prescribed under applicable law and, where no specific period is prescribed, for at least five years or such longer period as may be required by the Company's record-retention policy.

i. The Company may require Designated Persons to furnish periodic declarations, including PAN, contact details, Immediate Relative details, holdings, depository details and other information necessary for monitoring compliance. Any change in the information so furnished shall be reported within the period prescribed by the Company.

ii. New employees joined in or existing employees transferred to Finance / Secretarial / Legal / or employees promoted to the Assistant General level and falls under the category of Designated Persons as per the Code of Conduct shall be required to provide declaration / disclosure within 30 days from the date of joining / transfer / promotion.

Non-submission of declaration / disclosure or submission of incomplete declaration / disclosure shall be considered as misconduct and shall attract penalty / disciplinary actions as per applicable Rules / Regulations of the Company.

6.4.4 (a) Initial Disclosures:

Every promoter, member of promoter group, key managerial personnel and director of the Company shall disclose his holding of securities of the Company as on the date of these regulations taking effect, to the Company within thirty days (30) of these regulations taking effect;

A person who becomes a Director or Key Managerial Personnel or becomes a promoter or member of the promoter group shall make the applicable disclosure within the period and in the manner prescribed under the PIT Regulations.

(b) Continual Disclosures:

Every promoter, member of promoter group, designated person and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified;

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

The above disclosures shall be made in such form and such manner as may be specified by the SEBI from time to time.

6.4.5 The Insider and all other connected persons shall also be liable to comply with all the relevant provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 as may be applicable from time to time in addition to the provisions of this Code of Conduct.

7. Disclosure / Compliance by other connected persons:

Any person who lawfully receives UPSI and is otherwise within the scope of the PIT Regulations shall comply with the applicable restrictions and may be required by the Company to furnish information or disclosures necessary for monitoring compliance.

8. Leak or suspected leak of unpublished price sensitive information

Any actual or suspected leak of UPSI shall be dealt with under the Policy and Procedure for Inquiry in case of Leak or Suspected Leak of UPSI set out in Annexure A, without prejudice to the Company’s vigil mechanism/whistle-blower mechanism and any reporting obligations under applicable law.

9. Penalty for contravention of the code of conduct

9.1 Any violation of the PIT Regulations or this Code, including unlawful communication or misuse of UPSI or trading while in possession of UPSI, shall attract appropriate disciplinary and regulatory action in accordance with applicable law.

9.2 Depending on the nature and seriousness of the violation, disciplinary action may include warning, censure, suspension, recovery of amounts where lawfully permissible, withholding of eligible benefits, termination of employment or any other action permitted under the Company’s policies and applicable law, after following due process.

Where the PIT Regulations or SEBI require disgorgement, remittance or payment to a specified fund or authority, the Company shall make such remittance in the manner directed by SEBI.

9.3 The defaulting person shall be liable to pay equal amount of penalty in addition to statutory penalty as additional penalty and such additional penalty will be paid by the defaulting person to the welfare fund/ welfare activities within 30 days from the date of letter issued by the Inquiry Committee. If the penalty is not paid, such amount will be deducted from his / her salary or any other dues payable to him/ her and the same will be deposited by Company.

An opportunity of being heard will be given to the defaulting person by the Inquiry Committee.

The designated inquiry/disciplinary authority shall consider the nature, seriousness, frequency, intent, impact and other relevant circumstances of the violation before recommending or imposing action. The constitution and authority of the Inquiry Committee shall be as set out in **Annexure A** and may be modified by the Company from time to time.

9.4 Repeated or material violations may attract enhanced disciplinary action in accordance with the Company’s applicable disciplinary framework and law.

10. Adoption of Schedule B of the SEBI (Prohibition of Insider Trading) Regulations, 2015

The Company adopts Schedule B i.e. Minimum Standards for Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons of the SEBI (Prohibition of Insider Trading) Regulations, 2015. Any further amendment in Schedule B will be considered as adopted by the Company.

To the extent this Code does not expressly address a matter governed by Schedule B or the PIT Regulations, the corresponding statutory provision shall prevail and apply.

11. Information to Stock Exchange(s)

Material violations and other matters required to be reported under the PIT Regulations or applicable SEBI directions shall be reported to the stock exchange(s) and/or SEBI within the prescribed timeline and in the prescribed manner.

12. Amendment(s) in Law

Any subsequent amendment, modification or replacement of the PIT Regulations or other applicable law shall be complied with from its effective date. The Compliance Officer shall place necessary consequential amendments to this Code before the competent authority/Board for approval, where required, and shall issue operational directions to ensure interim compliance.

RAJOO ENGINEERS LIMITED

ANNEXURE 1
SPECIMEN FOR APPLICATION FOR PRE-CLEARANCE OF TRADE IN SECURITIES

Date:

To,
Compliance Officer,
Rajoo Engineers Limited

Dear Sir/Madam,

Application for Pre-Clearance of Trade in Securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I hereby seek prior approval of the Compliance Officer for the proposed purchase / sale / subscription of securities of the Company. **The particulars below are furnished for the purpose of pre-clearance in accordance with Clause 6.2 of the Code.**

1.	Name of the Applicant	
2.	Designation	
3.	Number of Securities held as on date	
4.	PAN / Folio No. / DP ID / Client ID No.	
5.	Proposal is for	(a) Purchase of Securities (b) Subscription of Securities (c) Sale of Securities
6.	Proposed date of dealing in securities	
7.	Estimated number of Securities proposed to be acquired/subscribed/sold	
8.	Price at which transaction is proposed	
9.	Current Market Price (as on date of application)	
10.	Whether the proposed transaction will be through stock exchange or off market level	
11.	Folio No. / DP ID/ Client ID No. where the securities will be credited/debited	

Additional declaration: I confirm that I am not in possession of UPSI, the proposed transaction is not pursuant to an approved Trading Plan, the proposed trade is for the Applicant / Immediate Relative (as applicable), and the estimated aggregate value is Rs. ____________________.

The Undertaking in Annexure 2 is enclosed herewith and forms an integral part of this application.

Yours Faithfully

____

Signature of the Employee

RAJOO ENGINEERS LIMITED

ANNEXURE 2

UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

To,

Rajoo Engineers Limited

I, ________________________________, ____________________ [Designation] of Rajoo Engineers Limited, residing at _______________________________________, am desirous of dealing in __________________ shares of the Company as mentioned in my application dated _____________________ for pre-clearance of the transaction.

I confirm that, as on the date of this undertaking and to the best of my knowledge and belief, I am not in possession of, or otherwise privy to, any Unpublished Price Sensitive Information ("UPSI") relating to the Company or its securities.

I undertake that if, after signing this undertaking but before executing the proposed transaction, I receive, obtain access to or otherwise come into possession of any UPSI, I shall immediately inform the Compliance Officer and shall not trade in the securities of the Company until such UPSI has become generally available, subject to applicable law and the Code.

I declare that I have complied with the provisions of the PIT Regulations and the Code applicable to me and that I have made full and true disclosure in this application.

I undertake to submit the details of the executed transaction to the Compliance Officer within two trading days of execution and, if the approved transaction is not undertaken, to submit a Nil report in the prescribed manner.

If pre-clearance is granted, I shall execute the approved trade only within the validity period specified in the approval, which shall not exceed seven trading days from the date of approval, failing which I shall obtain fresh pre-clearance. I further undertake not to execute the trade if I come into possession of UPSI before execution.

Date:

Signature:

RAJOO ENGINEERS LIMITED

ANNEXURE 3
FORMAT FOR PRE-CLEARANCE APPROVAL

To,
Name:____________________
Designation:_______________
Place:____________________

Application Date: ____________________

Approval Date: ____________________

Pre-Clearance Reference No.: ____________________

Your request for pre-clearance of the proposed transaction in __________________ shares of the Company, as set out in your application dated __________________, is hereby approved, subject to the terms of the Code and the conditions stated below. This approval is valid only up to ____________________, being a period not exceeding seven trading days from the date of approval.

If the approved transaction is not executed within the above validity period, fresh pre-clearance shall be obtained before executing any transaction in the securities of the Company. The Designated Person shall report the details of the executed transaction to the Compliance Officer within two trading days of execution and, where the transaction is not undertaken, shall submit a Nil report.

This approval shall not be construed as an authorisation to trade if the Designated Person subsequently comes into possession of UPSI before execution of the approved transaction. In such event, the Designated Person shall immediately inform the Compliance Officer and refrain from trading until permitted under applicable law.

Yours faithfully
For **RAJOO ENGINEERS LIMITED**

Compliance Officer

Date: ____________________

Annexure A

POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UPSI

[Pursuant to Regulation 9A(5), (6) & (7) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018]

1. INTRODUCTION

1.1 SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 has mandated every listed company to formulate a written policy and procedures for inquiry in case of leak or suspected leak of unpublished price sensitive information and whistle blower policy to make employees aware of such policy and to enable them to report instances of leak of unpublished price sensitive information. Accordingly, this Whistle Blower Policy is formulated which sets out the procedure to be followed when reporting of leak or suspected leak of unpublished price sensitive information by the employee and inquiries / actions to be initiated by the Company, based on such reporting.

2. KEY TERMS AND DEFINITIONS

2.1 "**Employee**" means employee or Director of the Company;

2.2 "**Inquiry Committee**" shall consist of Chief Financial Officer, Company Secretary & Compliance Officer, Head of Human Resources (HR) Department and Departmental Head of Designated Person who is subject to inquiry proceedings. The Inquiry Committee shall recommend the disciplinary actions on violation of the Regulations and Code of Conduct to the Managing Director of the Company for his review and approval.

2.3 "**Protected Disclosures**" means disclosure of a reportable matter in accordance with this Policy;

2.4 "**Reportable Matter**" means any genuine concern relating to:

- actual or suspected leak of unpublished price sensitive information;
- misuse or unwarranted use of unpublished price sensitive information;
- unfair trade practices in dealing in securities of the Company; and
- breach of the Code of Conduct.

2.5 "**Whistle Blower**" means any employee who makes protected disclosure under this Policy.

3. POLICY

3.1 Protected Disclosures are to be made whenever the employee becomes of a Reportable Matter promptly.

3.2 Protected Disclosures are to be made through letter to the "Inquiry Committee", Rajoo Engineers Limited, Survey No. 210, Plot No.1, Industrial Area, Veraval (Shapar) – 360 024, Dist. Rajkot", to be marked as "Private and Confidential".

3.3 The Protected Disclosure should include as much as possible information concerning Reportable Matter to enable the proper investigation of the Reportable Matter. To the extent possible, following information shall be provided:

a) the nature of Reportable Matter (for example: leak or suspected leak of unpublished price sensitive information or violation of code of conduct etc)
b) the name(s) of persons to which Reportable Matter relates;

c) the relevant factual background concerning the Reportable Matter (for example in case of leak of unpublished price sensitive information, please provide circumstances and timing of the violation).

3.4 To enable investigation under the Policy, Whistle Blowers shall be required to provide their name, employee code and contact details whenever they make a Protected Disclosure under this Policy. Any anonymous protected disclosure shall not be entertained under this Policy.

3.5 The Company, suo moto, may also initiate inquiries in case of a Reportable Matter.

4. PROTECTION TO WHISTLE BLOWER / INFORMANT

4.1 The identity of Whistle Blower under this Policy and the fact that the Protected Disclosure has been made shall be kept confidential except as otherwise required by law to the extent possible while investigation to proceed.

4.2 Whistle Blower may make Protected Disclosure without fear of retaliation or intimidation. The Company prohibits its employees from engaging in retaliation or intimidation that is directed against the Whistle Blower. Employees who engage in retaliation or intimidation in violation of this policy will be subject to disciplinary action, which may include dismissal from employment.

4.3 Informant under Chapter IIIA of Regulations shall be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination against any employee who files a Voluntary Information Disclosure Form, irrespective of whether the information is considered or rejected by the SEBI or he or she is eligible for a Reward under these regulations.

4.4 If Whistle Blower has been found to have made a deliberately false Protected Disclosure then Whistle Blower may be subject to disciplinary action, which may include dismissal.

5. INQUIRY COMMITTEE

5.1 The Inquiry Committee shall be responsible to:

(a) conduct preliminary inquiry to ascertain the facts/information contained in the Reportable Matter;

(b) to authorize any other person to collect further material/evidence to support the Reportable Matter;

(c) to decide the penal actions thereon;

(d) to intimate the Reportable Matter to the Regulatory Authority (like SEBI, Stock Exchange etc), inquiries conducted and results of such inquiries.

6. INVESTIGATION

On becoming aware of suomoto or otherwise on receipt of the Reportable Matter, the Inquiry Committee shall follow the below mentioned procedure in order to inquire and/or investigate the matter:

(a) Preliminary Enquiry: Preliminary enquiry is a fact-finding exercise. The object of preliminary enquiry is to ascertain the truth or otherwise of the allegations contained in the Reportable Matter and to collect necessary available material in support of the allegations therein, and thereafter to decide whether there is justification to embark on any disciplinary action.

The Inquiry Committee shall appoint and/or authorize any person(s), as it may deem fit, to initiate/conduct an inquiry to collect the relevant fact, material substances on the Reportable Matter.

(b) Report of Preliminary Enquiry to the Inquiry Committee: The person(s) appointed to conduct the inquiry shall submit a report within a reasonable period specified by the Inquiry Committee, having regard to the nature and complexity of the matter.

Where reporting is required, the Company shall submit the prescribed report to SEBI, the stock exchange(s) or other competent authority within the applicable timeline and in the prescribed form.

(c) Disciplinary / corrective action: Appropriate action may include warning, censure, suspension, recovery of amounts where lawfully permissible, termination of employment or other measures permitted by the Company’s policies and applicable law, after following due process.