PACKAGING SOLUTIONS

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

1. Introduction

1.1. Pursuant to Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time (hereinafter referred to as "**PIT Regulations**"), the board of directors of every listed company shall ensure that the Chief Executive Officer or Managing Director has formulated a code of conduct with their approval to regulate, monitor and report trading by its Designated Persons and Immediate Relatives of designated persons towards achieving compliance with these regulations and enforce a code of internal procedures and conduct based on the model Code in accordance with the PIT Regulations. Further, Regulation 7 of the PIT Regulations requires every promoter, member of the promoter group, key managerial personnel, directors and connected person of listed companies to disclose their shareholdings and changes to such shareholding to the respective companies.

1.2. Insider Trading involves trading in the securities of a company listed or proposed to be listed, by connected or any persons in possession of or with access to Unpublished Price Sensitive Information ("**UPSI**") not available to the general public, who can take advantage of or benefit from such UPSI ("**Insider Trading**"). Trading in securities by an 'insider' is regarded as unfair when it is predicated upon the utilization of 'inside' information to profit at the expense of other investors who do not have access to the same information.

1.3. In compliance with the above requirements, S. D. International Limited (hereinafter referred to as "**the Company**") has introduced this code of conduct for prevention of insider trading (hereinafter referred to as the "**Code**").

1.4. This Code shall be applicable to Designated Persons and Immediate Relatives of Designated Persons as defined in this Code.

2. Objective

2.1. The Company endeavors to preserve the confidentiality of UPSI and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

2.2. Every Designated Person of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. No Designated Person may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party. Such persons are prohibited from communicating/ counseling others with respect to the securities of the Company. Such persons should also refrain from profiteering by misusing the UPSI and thereby enabling the Company to retain investor confidence.

2.3. To achieve these objectives, the Company hereby notifies that this Code is to be followed by all Designated Persons.

2.4. The Policy shall come into force with effect from the date of listing of the equity shares of the Company on BSE Limited and / or National Stock Exchange of India Limited.

3. Definitions

3.1. Except where context otherwise requires, the following capitalized words and expressions shall have the meaning as specified hereunder:

(a) "**Act**" means the Securities and Exchange Board of India Act, 1992, as amended from time to time;

(b) "**Board**" or "**Board of Directors**" shall mean the board of Directors of the Company, in terms of Regulation 2(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as constituted from time to time;

(c) "**Chinese Wall**" means an information barrier established within the Company to separate persons who have access to UPSI from those who do not have such access, in order to prevent the unauthorized communication or misuse of UPSI.

(d) "**Code**" means this code of conduct for prevention of insider trading to regulate, monitor and report trading by Insiders in securities of the Company, as amended from time to time;

(e) "**Compliance Officer**" means a qualified Company Secretary and shall be an officer, who is in whole time employment of the listed entity, not more than one level below the board of directors and shall be designated as a Key Managerial Personnel.
and who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these 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 or the head of an organization, as the case may be;

(f) "**Connected Person**" means the persons so defined under Regulation 2(1)(d) of the PIT Regulations, to the extent applicable to the Company;

(g) "**Designated Persons**" shall include person identified by the Board of Directors in consultation with the Compliance Officer based on his/her role and function in the organisation and the access to UPSI and shall also include:

(i) the promoters of the Company;
(ii) members of the Board;
(iii) key managerial personnel and senior management personnel of the Company;
(iv) auditors of the Company;

(v) all employees, support staff of the accounts, finance, legal, internal audit, information technology and secretarial department of the Company at the registered office;

(vi) key managerial personnel and senior management personnel of the material subsidiary of the Company;

secretaries/executive assistants reporting to the directors and the key managerial personnel;

(vii) all departmental heads of the Company;

(viii) employees of other departments/divisions on a case-to-case basis, who could be reasonably expected to have access to UPSI(s) relating to the Company, to be decided by the chairman/managing director/ compliance officer/chief financial officer, on a case-to-case basis;

(ix) employees of material subsidiaries of the Company designated on the basis of their functional role or access to UPSI in the organisation by their Board;

(x) employees up to two levels below the Board irrespective of their functional role in the Company or ability to have access to UPSI;

(xi) any support staff of the Company, such as IT staff or secretarial staff, legal staff, finance staff, strategy staff who have access to UPSI;

(xii) such other persons as may be identified by the Compliance Officer; and

(xiii) Immediate Relative of (i) to (xii) above.

For the purpose of this Code, the aforesaid persons are individually or collectively referred to as "**Designated Persons**";

(h) "**Generally Available Information**" means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media;

[NOTE: It is intended to define what constitutes generally available information so that it is easier to crystallize and appreciate what constitutes unpublished price sensitive information. Information published on the website of a stock exchange, would ordinarily be considered generally available]

(i) "**Immediate Relative(s)**" means the 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;

For the purpose of this Code, the declaration given by a Designated Person of an Immediate Relative who is either dependent financially on the person or who consults such person in taking decisions relating to trading in securities will be considered;

(j) "**Insider**" shall have the meaning defined under Regulation 2(1)(g) of the PIT Regulations i.e., any person who is

(i) a Connected Person;

(ii) in possession of or having access to UPSI; and

(iii) any person in receipt of UPSI pursuant to a "Legitimate Purpose" shall also be considered an "insider" for purposes of the PIT Regulations;

[**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 as an "insider" regardless of the manner in which one came into possession of or had access to such information. Various circumstances are provided to enable 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 leveling 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]

(k) "**Legitimate purpose**" shall mean sharing of UPSI in the ordinary course of business by an Insider on Need to Know Basis, with the promoters and their affiliates, collaborators, lenders including prospective lenders, customers, suppliers, merchant bankers, legal advisors, auditors, credit rating agencies, insolvency professionals, practicing company secretaries, registered valuers or other advisors, service providers or consultants, statutory authorities, etc. provided that such sharing has not been carried out with a view to evade or circumvent the prohibitions of the SEBI PIT Regulations, this Policy and the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information;

(l) "**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 from a Designated Person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such Designated Person but shall exclude relationships in which the payment is based on arm's length transactions;

(m) "**Pre-Clearance of Trade**" means prior approval for trading/ dealing in the securities of the Company;

(n) "**Promoter**" shall have the meaning assigned to it under Regulation 2(1)(oo) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

(o) "**Promoter Group**" shall have the meaning assigned to it under Regulation 2(1)(pp) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

(p) "**Securities**" shall have the meaning assigned to it under Section 2(h) of the Securities Contracts Regulation Act, 1956 or any modification thereof;

(q) **"Structured Digital Database**" or "**SDD**" means a digital database created, updated and maintained by the Company as per the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015

(r) "**Takeover Regulations**" means the Securities and Exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulation, 2011 and any amendments thereto;

(s) "**Trading**" means and includes subscribing, redeeming, switching, buying, selling, dealing or agreeing to subscribe, redeem, switch, buy, sell, deal in securities and 'trade' shall be construed accordingly;

(t) "**Trading Day**" means a day on which recognized stock exchanges are open for trading;

(u) "**Trading Window**" refers to the period during which the Company's securities can be traded by the Designated Person as provided in this Code;

(v) "**Unpublished Price Sensitive Information**" or "**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 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, delistings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
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) above: 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.
(2) For identification of events enumerated above 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.

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.

3.2. Further, the words and expressions used and not defined in this Code but defined in PIT Regulations, the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the Companies Act, 2013 and the rules and regulations made thereunder, as may be amended from time to time, shall have the meanings respectively assigned to therein.

4. Compliance Officer

4.1. The Board of Directors of the Company has appointed the Company Secretary of the Company as the Compliance Officer for the purpose of the Code. The Compliance Officer shall ensure compliance with and effective implementation of the PIT Regulations as well as this Code across the Company and shall assist the Designated Persons in addressing any clarifications regarding the PIT Regulations and this Code.

4.2. The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of UPSI, pre-clearing of Designated Persons, monitoring of trades and the implementation of the Code under the overall supervision of the Board of Directors.

4.3. The Compliance Officer shall maintain a record of Designated Persons and shall make changes to such record as and when the intimation of changes from the HR Department is received.

4.4. The Compliance Officer shall assist all the employees in addressing any clarifications regarding the PIT Regulations and this Code.

4.5. The Compliance Officer shall report to the Board and in particular, shall provide reports to the Chairman of the Audit Committee or to the Chairman of the Board at such frequency as may be stipulated by the Board but not less than once in a year, including information in relation to the Trading Plan submitted; pre clearances given to the Designated Person; continual disclosure submitted by the Designated Persons.

4.6. The Compliance Officer shall seek declarations to the effect that the applicant for pre-clearance is not in possession of any UPSI in relation to the trades in the securities of the Company;

4.7. The Compliance Officer shall maintain records of all the declaration(s) given by the Designated Persons for a minimum period of three years from the date of providing such disclosure/declaration/information;

4.8. The Compliance Officer may require the Designated Persons to declare that such person is not in possession of UPSI or that such person shall ensure that any UPSI in his /her possession becomes Generally Available Information before such person commences executing their trades. Once satisfied, the Compliance Officer may approve the trading plan within two trading days (and notify the approved Trading Plan to the Stock Exchanges on the same day of the approval), which would then have to be implemented in accordance with the PIT Regulations.

4.9. The Compliance Officer shall review the Trading Plan and assessing the potential of the plan for violation of the PIT Regulations, if any, and notify the Trading Plan to the stock exchanges where the securities are listed, on approval of the plan.

4.10. The Compliance Officer shall, on an annual basis, confirm to the Audit Committee that the internal controls in relation to the mechanism for prevention of Insider Trading, as required under law, are adequate and operating effectively. The Compliance Officer shall provide periodic reports to the Chairman of the Audit Committee and the Board of the Company, including all the details of the trading in Securities of the Company by Designated Persons and the accompanying documents, as may be necessary. Such reports shall also include details that would facilitate the Audit Committee and the Board to review compliance with PIT Regulations and enable them to verify that the systems for internal control are adequate and operating effectively.

4.11. The Compliance Officer shall maintain a record of the disclosures made by the Designated Persons for a minimum period of eight years.

4.12. The Compliance Officer shall ensure, on behalf of the Board, that a Structured Digital Database ("**SDD**") is maintained in accordance with Regulation 3(6) of the PIT Regulations containing the nature of UPSI and the names of such persons who have shared the information and also the names of such persons with whom information is shared under the PIT Regulations, 2015, along with the Permanent Account Number ("**PAN**") or any other identifier authorized by law where PAN is not available and to ensure that adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of such database.

4.13. The Compliance Officer shall make timely intimations to SEBI & the Stock Exchange of receipt of declarations/ disclosures as well as any violation of the code.

4.14. The Compliance Officer shall discharge other functions and duties as prescribed in the Code.

5. Restrictions on communications and trading by Insiders

5.1. No Insider shall:

(a) either on his own behalf, or on behalf of any other person, deal in securities of the Company when in possession of any UPSI;

(b) communicate, provide, or allow access to any UPSI, 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.

5.2. No person shall procure from or cause the communication by any Insider of UPSI, relating to Company or securities listed or proposed to be listed by the Company, except in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations. The information shall be shared in accordance with the below:

(a) Making aware such person that the information shared is or would be confidential;

(b) Instruct such person to maintain the confidentiality of such Unpublished Price Sensitive Information in compliance with this Code; and

(c) Make aware such person the duties and responsibilities attached to the receipt of such information and the liability attached to the misuse or unwarranted use of such information.

5.3. Any 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 Code. Additionally, the Company has adopted a separate code of practices and procedures for fair disclosure of UPSI, which must be strictly followed in the event of any such occurrence.

5.4. Notwithstanding anything contained in this Code, an UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:

(a) Entail an obligation to make an open offer under the Takeover Regulations, where the Board is of informed opinion that the sharing of information is in the best interests of the Company; and

(b) Not attract the obligation to make an open offer under the Takeover Regulations but where the Board of Directors of the 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.

5.5. The Board shall ensure that an SDD 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 Code along with PAN or any other identifier authorized by law where PAN 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.

5.6. The Board shall ensure that the SDD 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 the Securities and Exchange Board of India ("**SEBI**") regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceeding.

6. Preservation of UPSI

6.1. Designated Persons shall maintain the confidentiality of all UPSI. Designated Persons shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of Securities. To this end, no Designated Person shall:

(a) pass on UPSI to any person;

(b) disclose UPSI to their Immediate Relatives and any other person;

(c) discuss UPSI in public places where others might overhear;

(d) disclose UPSI to any other Designated Person or any other person who does not need to know the information to do his or her job; or

(e) give others the perception that he/she is trading on the basis of UPSI.

6.2. UPSI is to be handled on a 'need to know' basis i.e., UPSI 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 a conflict of interest or appearance of misuse of information. No UPSI shall be communicated to any person except in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations, or in any other manner which is contrary to Regulation 3 of the PIT Regulations.

Explanation: '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 a conflict of interest or appearance of misuse of the information.

6.3. Any person in receipt of unpublished price sensitive information pursuant to a "Legitimate Purpose" shall be considered an Insider for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

6.4. While communicating or allowing access to the UPSI, the Designated Person(s) is required to give due notice to such person(s) with whom the UPSI is shared, to maintain confidentiality of such UPSI in compliance with the PIT Regulations and the Code.

6.5. Files containing UPSI shall be kept secure. Computer files must have adequate security of login and password. Without prejudice to the above, Designated Persons shall follow such guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time to time after consultations with the person in charge of the IT teams.

7. Trading when in possession of UPSI

7.1. No Insider shall either on his own behalf, or on behalf of any other person, trade in Securities of the Company that are listed or proposed to be listed when in possession of any Unpublished Price Sensitive Information.

7.2. Insiders who engage portfolio managers to trade in shares and hence the Insiders are expected to take due precaution while trading in securities through portfolio managers by:

(a) Informing the portfolio managers about closure of trading window;

(b) Ensuring to seek pre-clearance, wherever applicable, when the portfolio manager proposes to trade in the Company's shares exceeding threshold limit and also make continual disclosures, wherever applicable, as provided in this Code;

(c) Ensuring that the portfolio manager abides by the requirement of minimum holding period and not do contra trade as provided in this Code; and

(d) Prohibiting the portfolio manager to trade in securities of Company at his own discretion or when the Insider is in possession of UPSI. Despite the above, if any trading is done by portfolio managers, it will be treated as trading done by the Insider, and therefore the Insider will be held responsible for any such non-compliance and subject to such penalties as specified in this Code.

7.3. However, following trades may be exempted even when in possession of UPSI, if it is demonstrated by the persons who undertook the trade that there is no violation of all the provisions of the Code:

(a) Off-market inter-se transfer between Insiders who were in possession of the same UPSI without being in breach of Regulation 3 of the PIT Regulations and both the parties had made a conscious and informed trade decision;

(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 this PIT Regulations and both parties had made a conscious and informed trade decision;

(c) Was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;

(d) Transaction was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with PIT Regulations;

(e) In the case of non-individual Insiders:

(i) 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

(ii) appropriate and adequate arrangements were in place to ensure that PIT 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 were pursuant to a Trading Plan submitted by the Insider to the Compliance Officer.

7.4. 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.

8. Trading restrictions

8.1 Trading Window

1. Designated Persons and their Immediate Relatives shall trade in the Securities of the Company only when the Trading Window is open and if they do not possess Unpublished Price Sensitive Information at the time of trading;
2. The Trading Window shall be closed when the Compliance Officer 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;
3. The Trading Window shall be opened 48 hours after the price sensitive information, for which the trading window is closed, is generally available;
4. In the case of employee stock options, exercise of options may be allowed in the period when the Trading Window is closed. However, sale/pledge of Securities allotted in exercise of employee stock options shall not be allowed when Trading Window is closed;
5. No Designated Person and/ or their Immediate Relatives shall enter into derivative transactions in respect of the Securities of the Company.
6. The Trading Window restrictions shall not apply in respect of transactions:
   a) off-market inter-se transfer between insiders who were in possession of the same UPSI without violating the Code and both parties had made a conscious and informed trade decision.
   b) transaction carried out through the block deal window mechanism between persons who were in possession of the UPSI without violating the Code and both parties had made a conscious and informed trade decision.
   c) transaction carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
   d) transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
   e) trades executed as per the Trading Plan set up in accordance with the Code.
   f) pledge of shares for a bona fide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer.
   g) transactions undertaken in accordance to respective regulations made by SEBI, 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 or transactions which are undertaken through such other mechanism as may be specified by SEBI from time to time.

8.2 Pre-clearance of trades

1. All Designated Persons of the Company, who intend to trade in the securities of the Company irrespective of the value of the trade will have to make an application to the Compliance Officer in the prescribed form (Form A) given in this Code for pre-clearance of the transaction.
2. The application for approval for pre-clearance shall be made by the concerned Designated Person to the Compliance Officer. Prior to approving any trades, the Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. The Compliance Officer shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
3. The restrictions contained in this clause shall also apply to Immediate Relatives in respect of which the concerned Designated Person shall be responsible for the compliance under this policy.

8.3 Other Restrictions

1. All the pre-approved trades shall in respect of the securities of the Company shall be executed within seven trading days after the approval of pre-clearance is given, failing which, fresh preclearance for trades to be executed shall be obtained.
2. The concerned persons shall disclose to the Company in the prescribed Form (Form E) the number of securities acquired or disposed of for which pre-clearances is obtained within two trading days of such transaction.
3. The concerned persons shall disclose to the Company, in the prescribed Form (Form E), the number of securities for which pre-clearance was obtained but not traded, along with the reasons for not executing the trade, within two trading days following the completion of seven trading days from the date of pre-clearance approval.
4. The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
5. The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account.
6. Any Designated person who is permitted to trade shall not execute a Contra Trade within six months. In case any Contra Trade is executed, inadvertently or otherwise, in violation of the restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act. This shall not be applicable for trades done in pursuance of a valid and approved Trading Plan and trades done pursuant to exercise of employee stock options.

In case trading in securities is necessitated by personal emergency, the holding period of six months as specified above may be waived by the Compliance Officer after recording in writing his/her reasons in this regard. An application for waiver of holding period shall be made to the Compliance Officer in the prescribed Form (Form F).

8.4 Internal Control

(i) The Compliance Officer, Chief Financial Officer or Chief Executive Officer of the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in PIT Regulations to prevent Insider Trading. Further, the Board shall ensure that the requirements are met by such persons under the PIT Regulations.

(ii) The internal controls shall include the following:

a. all employees who have access to Unpublished Price Sensitive Information are identified as Designated Persons;
b. all the Unpublished Price Sensitive Information shall be identified and its confidentiality shall be maintained as per the requirements of this Code;
c. adequate restrictions shall be placed on communication or procurement of Unpublished Price Sensitive Information as required by this Code;

d. lists of all employees and other persons with whom Unpublished Price Sensitive Information is shared shall be maintained and confidentiality agreements/notices shall be signed or notice shall be served to all such employees and persons;
e. periodic process review to evaluate effectiveness of such internal controls; and
f. all other relevant requirements specified under the PIT Regulations shall be complied with.

(iii) The Audit Committee of the Company shall review compliance with these provisions of the Code at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

(iv) The Company shall formulate written policies and procedures for inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information, which shall be approved by the Board and accordingly initiate appropriate inquiries on becoming aware of such information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

(v) If an inquiry has been initiated by the Company in case of leak or suspected leak of Unpublished Price Sensitive Information, the relevant intermediaries and fiduciaries shall co-operate with the Company in connection with such inquiry conducted by the Company.

(vi) The Company shall not discharge, terminate, demote, suspend, threaten, harass, either directly or indirectly, or discriminate against any Employee who files a Voluntary Information Disclosure Form under the PIT Regulations, irrespective of whether the information is considered or rejected by SEBI or he or she is eligible for a Reward under the PIT Regulations, by reason of:

a. filing a Voluntary Information Disclosure Form under the PIT Regulations;
b. testifying in, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of the Insider Trading laws, or in any manner aiding the enforcement action taken by the Board; and
c. breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with SEBI in any manner.

(vii) For the purpose of this Code, 'Employee(s)' shall mean any individual who during employment may become privy to information relating to violation of Insider Trading laws and files a Voluntary Information Disclosure Form under the PIT Regulations and is a director, partner, regular or contractual employee, but does not include an advocate.

(viii) It is further clarified that the Company does not require any Employee to establish that:

(i) SEBI has taken up any enforcement action in furtherance of information provided by such person; or
(ii) the information provided fulfils the criteria of being considered as an 'original information' under the PIT Regulations will be required to notify the Company of such filing, or seek

its prior permission or consent or guidance of any person engaged by the Company, as the case may be, before or after such filing.

9. Chinese Wall procedures

9.1. To prevent the misuse of confidential information the Company shall adopt a "Chinese Wall" policy which separates those areas of the Company which routinely have access to confidential information, considered inside areas from those areas which deal with sale/marketing/investment advice or other departments providing support services, considered public areas.

9.2. The employees in the inside area shall not communicate any price sensitive information to anyone in public area.

9.3. In exceptional circumstances employees from the public areas shall be brought over the wall and given confidential information on the basis of need to know criteria, under intimation to the compliance officer.

10. Trading Plans

10.1. Insiders shall have the option to formulate their Trading Plan and present the same to the Compliance Officer for approval. The Compliance Officer shall approve or reject the Trading Plan within two trading days of receipt of the Trading Plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

10.2. Such Trading Plan shall:

(a) not entail commencement of trading on behalf of the Insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;

(b) not entail overlap of any period for which another Trading Plan is already in existence; and

(c) set out the following parameters for each trade to be executed:

(i) either the value of trade to be effected or the number of securities to be traded;
(ii) nature of the trade;
(iii) either specific date or time period not exceeding five consecutive trading days;
(iv) price limit (shall be rounded off to the nearest numeral), that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:

(A) for a buy trade: the upper price limit shall be between the closing price on the day before submission of the Trading Plan and upto twenty per cent higher than such closing price; and

(B) for a sell trade: the lower price limit shall be between the closing price on the day before submission of the Trading Plan and upto twenty per cent lower than such closing price.

Explanation: (a)While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause (iv) shall be optional. (b) The price limit in sub-clause (iv) shall be rounded off to the nearest numeral.(c) Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.

(v) not entail trading in securities of the Company for market abuse.

10.3. 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. Provided further that if the Insider has set a price limit for a trade as per paragraph 10.2(c)(iv), the Insider shall execute the trade only if the execution price of the security is within such limit. If the price of the security is outside the price limit set by the Insider, the trade shall not be executed.

10.4. The compliance officer shall review the Trading Plan to assess whether the plan would have any potential for violation of this Code or 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.

(a) Provided that pre-clearance of trades shall not be required for a trade executed as per an approved Trading Plan; and

(b) Provided further that Trading Window norms shall not be applicable for trades carried out in accordance with an approved Trading Plan.

10.5. The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the Trading Plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law. 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.

10.6. <u>Non-implementation of the Trading Plan</u>: In case of non-implementation in full or partial of Trading Plan due to permanent incapacity or bankruptcy or operation of law or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

(a) The Insider shall intimate non-implementation (full/partial) of Trading Plan to the compliance officer within two trading days of end of tenure of the Trading Plan with reasons thereof and supporting documents, if any;

(b) Upon receipt of information from the Insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the Insider, before the Audit Committee in the immediate next meeting;

(c) The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not;

(d) The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed; and

(e) In case the Audit Committee does not accept the submissions made by the Insider, then the compliance officer shall take action as per this Code.

11. Disclosure Requirements

11.1. Initial Disclosures

Every person on appointment as a Key Managerial Personnel or a director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a Promoter, to the Company within 7 days of such appointment or becoming a promoter, in the format set out in Form B.

11.2. Continual Disclosures

(a) Every promoter, member of the 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 in the format set out in Form C.

(b) 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.

(c) Designated Persons shall disclose names and PAN, or any other identifier authorized by law of the following persons to the Company on an annual basis within 30 days from the end of the financial year. In case of any changes in such information, the Designated Person shall inform the Company of such change promptly following information as per Form G:

(i) Immediate Relatives;

(ii) persons with whom such Designated Person(s) share a Material Financial Relationship; and

(iii) phone numbers including mobile numbers which are used by the above persons.

(d) In addition, to the names of educational institutions from which Designated Persons have graduated and names of their past employers shall also be disclosed on a one-time basis.

11.3. Disclosures by other connected persons

The Company may at its discretion require any Connected Person or class of Connected Person to make disclosures of holding and trading in Securities of the Company in prescribed form (Form D) and at such frequency as may be determined by the Company in order to monitor compliance with this Code.

12. Responsibility

It is the responsibility of every Insider, Designated Person and their Immediate Relatives, Connected Person to whom the Code is applicable, to follow and comply with the provisions of the Code. When in doubt, the Insiders may seek assistance of the Compliance Officer for any clarification on any provisions of the Code or other related applicable Regulations issued by SEBI.

13. Protection of Employees against retaliation and victimization

13.1. Any suspected violation of leak of Unpublished Price Sensitive Information or violation of this Code can be reported under whistle blower mechanism.

13.2. Retaliation for reporting suspected violation is strictly prohibited under this Code.

13.3. Employees who reports any alleged violation of Insider Trading laws in accordance with the Informant Mechanism introduced vide the PIT Regulations, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination.

14. Dissemination of Price Sensitive Information

14.1. No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of Securities of the Company.

14.2. The following guidelines shall be followed while dealing with the disclosure or dissemination of Unpublished Price Sensitive Information with analysts, media persons and institutional investors:

(a) only public information to be provided;

(b) at least two Company representatives be present at meetings with analysts, media persons and institutional investors;

(c) unanticipated questions may be taken on notice and a considered inter response given later. If the answer includes UPSI, a public announcement should be made before responding; and

(d) simultaneous release of information after every such meeting.

14.3. Where disclosure of Unpublished Price Sensitive Information is required to be made to any person in the course of a transaction, such disclosure shall be made on a need-to-know basis. Any such disclosures shall be made in accordance with the PIT Regulations.

15. Penalty for contravention of the Code

15.1. Every Insider 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).

15.2. Designated Person and their Immediate Relatives who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.

15.3. Designated Person and who violates the Code shall also be subject to disciplinary action by the Company, as deemed appropriate, including wage freeze, suspension, recovery, in-eligibility for future participation in employee stock option plans or such other action(s) as may be imposed by the Audit Committee/Board.

15.4. Any violation of PIT Regulations including this Code, shall be promptly reported by the Company to Stock exchange(s) where the concerned securities are traded in such form and manner as may be specified by the SEBI from time to time.

15.5. The action by the Company shall not preclude SEBI from taking any action in case of violation of PIT Regulations, which includes profits from such trade shall be liable for a transfer to the credit to the Investor Protection and Education Fund administered by SEBI.

16. Institutional Mechanism for Prevention of Insider Trading

16.1. This mechanism is being framed pursuant to Regulation 9A of the PIT Regulations and shall be applicable to any person possessing or having access to the UPSI of the Company.

16.2. The Audit Committee of the Company shall inquire, investigate and report to the Board the case of leak of UPSI by the Insider.

16.3. The procedure for the same has been laid down below:

(a) Disclosures should be reported in writing by the complainant to the Committee as soon as he becomes aware of the leak of UPSI and the complaint should be either typed or written in a legible handwriting in English or in the regional language. Alternatively, the same can also be sent through email with the subject "Intimation with respect to leak of UPSI".

(b) The disclosures shall be addressed to the Audit Committee of the Company.

(c) If a disclosure is received by any executive of the Company other than Chairman of Audit Committee, the same should be forwarded to the Chairman of the Audit Committee for further appropriate action.

(d) For the purpose of providing protection to the Whistle Blower, the Whistle Blower should disclose his/her identity in the covering letter forwarding such Protected Disclosure. No need to mark a copy of the communication to anyone in the Company.

(e) On receipt of the disclosure the committee shall make a record of the Disclosure and also ascertain from the complainant whether he was the person who made the disclosure or not. The committee shall also carry out an initial enquiry by itself or by involving any other officer of the Company. The committee, if deems fit, may call for further information, details or particulars from the complainant.

(f) The committee shall issue a show cause notice to the suspected person to submit his/her justification/reasons for leak of UPSI.

(g) The investigation shall be completed normally within 60 days of the receipt of the disclosure by the committee. If it is not completed within 60 days, the committee shall record the reason in writing for the delay.

16.4. If an investigation leads the Chairman of the Audit Committee to conclude that there was a leakage of UPSI, the Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Chairman of the Audit Committee may deem fit.

16.5. It is clarified that any disciplinary or corrective action initiated against the person who has leaked the UPSI, as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

16.6. All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of five (5) years.

17. General

Notwithstanding anything contained in this Code, the Company shall ensure compliance with any additional requirements as may be prescribed under any laws/regulations either existing or arising out of any amendment to such laws/regulations or otherwise and applicable to the Company, from time to time.

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18. Amendment

Any change in the Code shall be approved by the Board. The Board shall have the right to withdraw and/or amend any part of this Code or the entire Code, at any time, as it deems fit, or from time to time, and the decision of the Board shall be final and binding.

19. Interpretation

In case of any conflict or subsequent changes in the provisions of the applicable law, the applicable law would prevail over the Code. The provisions in the Code would be modified in due course to make it consistent with prevailing law. Any subsequent amendment/modification in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Act and/or applicable laws in this regard shall automatically apply to this Code.

20. Disclosures

This Code will be disclosed on the Company's website at https://sdpack.in/.

21. Version History:

Version	Approved By	Approval Date	Effective Date
1st Version	Board of Directors	20/08/2026	From date of approval of the policy by the Board of Directors of the Company.

Form A

APPLICATION FOR PRE-CLEARANCE OF TRADE

Date:

The Compliance Officer,
S.D. International Limited
Dear Sir/Ma'am,

I, Mr. / Ms..., in the capacity of a Designated Person of the Company request you to kindly permit me / my spouse / my children (singly / jointly)/ parent / persons for whom I take share trading decisions referred to as immediate relatives/ us to, purchase/ sell /transfer/ subscribe the below mentioned securities of the Company.

S. No.	Particulars	Particulars
1.	Name of the Applicant	[●]
2.	Designation, Department and Employee Code	[●]
3.	PAN of applicant/immediate relative	[●]
	Contact Number of Applicant / Immediate Relative(s)	[●]
	Email id of Applicant / Immediate Relative(s)	[●]
4.	DP ID-Client Id & Details of Depository	[●]
5.	Name(s) of Account Holder(s)	[●]
	Is the trade is proposed to be effected in the name of any Immediate Relative, jointly/ singly. If yes, name of the Immediate Relative(s) and relationship of such Immediate Relative(s), if applicable	[●]
6.	Relation with Designated Person	[●]
7.	No. of Securities held (including those held by Immediate Relatives) before proposed transaction	[●]
8.	Nature of proposed transaction (Purchase / sale/other)	[●]
9.	No. of Securities to be traded (including by Immediate Relatives)	[●]
10.	Estimated value of Securities to be dealt in proposed transaction (including by Immediate Relatives):	[●]
	Total number of Securities held after acquisition / sale/other dealing by the Applicant / Immediate Relative(s)	[●]
	Whether proposed transactions will be through stock exchange or through off market deal	[●]

I confirm that:

- I do not have any access or have not received "Price Sensitive Information" up to the time of signing the undertaking.
- In case I get access to or receive "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance officer of the change in his position and that I would completely refrain from dealing in the securities of the Company till the time such information becomes public.
- I have not contravened the provisions of the Code of conduct for prevention of Insider Trading rules as framed by the Company.
- If approval is granted, I shall execute the trade within seven days of the receipt of approval failing which I shall seek pre-clearance afresh.
- I undertake to submit the trading report within two days of execution of the transaction or a ‘Nil’ report if the transaction is not undertaken.
- All information given above is true to the best of my knowledge and belief.

You are requested to pre-clear the above transaction.

Thanking you.

(Signature)
Place: [●]
Name: [●]
Designation: [●]

FORM-B

SEBI (Prohibition of Insider Trading) Regulations, 2015

(Regulation 7(1) read with Regulation 6(2) – Disclosure on becoming a Director/KMP/Promoter/Member of the Promoter Group)

Name of the Company: S.D. International Limited ISIN of the Company: [●]

Details of Securities held on appointment as Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the Promoter Group of a listed Company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2):

Name, PAN, CIN/DIN & Address with contact nos.	**Category of Person (KMP / Director or Promoter or member of the Promoter Group/ Immediate relative to/others, etc.)**	**Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the Promoter Group**	**Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group**		**% of Shareholding**
			Type of security (For e.g. - Shares, Warrants, Convertible Debentures, etc.)	No. of Securities	
[●]	[●]	[●]	[●]		[●]

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

Details of Open Interest (OI) in derivatives on the securities of the Company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed Company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2) SEBI (Prohibition of Insider Trading) Regulations, 2015.

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group	**Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group**

Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
[●]	[●]	[●]	[●]	[●]	[●]

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Date: [●]
Signature:
Place: [●]
Name: [●]
Designation: [●]

Annexure to Form B

Name:
Employee Code:

Sr. No.	Particulars	Name	PAN & Address	Phone and Mobile Number Used by Persons	No. and % of Total Shareholding	Financially Dependent or Consults You for Trading Decisions (Y/N)
1.	Spouse					
2.	Father					
3.	Mother					
4.	Spouse's Father					
5.	Spouse's Mother					
6.	Son					
7.	Son's Wife					
8.	Daughter					
9.	Daughter's Husband					
10.	Brother					
11.	Sister					
12.	Spouse's Brother					
13.	Spouse's Sister					
14.	If you are member of Hindu Undivided					
15.	Name of persons with whom material financial relationship* is Shared					

FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015

(Regulation 7(1) read with Regulation 6(2) – Continual Disclosure)

Name of the Company: S.D. International Limited
ISIN of Company: [●]

Details of change in holding of Securities of Promoter, Employee or Director of the Company and other such persons as mentioned in Regulation 6(2) SEBI (Prohibition of Insider Trading) Regulations, 2015:

Name, PAN, CIN/ DIN, & address with contact nos.	**Category of Person (Promoter/ member of the promoter group/designated person/ Directors/ Immediate Relative to/others. etc.)**	**Securities held prior to acquisition/ disposal**		**Securities acquired/Disposed**				**Securities held post acquisition/ disposal**		**Date of allotment advice/ acquisition of shares/ disposal of shares specify**		**Date of intimation to Company**	**Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)**	**Exchange on which the trade was executed**
		Type of security For e.g. - Shares,	No. and % of shareholding	Type of security (For e.g. – Shares,	NO.	Value	Transaction Type (Purchase/ Sale/Pledge/	Type of security (For e.g. – Shares,	No. and % of Shareholding	From	To			

		Warrants, Convertible Debentures, Rights entitlements, etc.)		Warrants, Convertible Debentures, Rights entitlements, Etc.)			Revocation/ Invocation/Others- Please specify)	Warrants, Convertible Debentures, Rights entitlements, Etc.)						
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	14	[●]	[●]

Note: (i) "Securities" shall have the meaning as defined under Regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives of the Company by Promoter, Employee or Director of the Company and other such persons as mentioned in Regulation 6(2) SEBI (Prohibition of Insider Trading) Regulations, 2015:

Trading in derivatives (Specify type of contract, Futures or Options, etc.)						**Exchange on which the trade was executed**
Type of contract	Contract specifications	Buy		Sell		
		Notional Value in Rupee terms	Number of units (contracts * lot size)	Notional Value in Rupee terms	Number of units (contracts * lot size)	
[●]	[●]	[●]	[●]	[●]	[●]	[●]

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Date: [●]
Place: [●]

Signature:
Name & Employee Code: [●]

FORM D

SEBI (Prohibition of Insider Trading) Regulations, 2015
(Regulation 7 (3)– Transactions 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, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	**Connection with company**	**Securities held prior to acquisition/ disposal**		**Securities acquired/Disposed**				**Securities held post acquisition/ disposal**		**Date of allotment advice / acquisition of shares / sale of shares specify**		**Date of intimation to Company**	**Mode of acquisition / disposal (on market/ public / rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)**	**Exchange on which the trade was executed**
		Type of security For e.g. - Shares,	No. and % of shareholding	Type of security (For e.g. – Shares, Warrants,	No.	Value	Transaction Type (Purchase / Sale/ Pledge /	Type of security (For e.g.	No. and % of Shareholding	From	To			

		Warrants, Convertible Debentures, etc.)		Convertible Debentures, etc.)			Revocation/ Invocation/Others- Please specify)	– Shares, Warrants, Convertible Debentures, etc.)						
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

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

Details of trading in derivatives by other connected persons as identified by the company:

Trading in derivatives (Specify type of contract, Futures or Options, etc.)						**Exchange on which the trade was executed**
Type of contract	Contract specifications	Buy		Sell		
		Notional Value in Rupee terms	Number of units (contracts * lot size)	Notional Value in Rupee terms	Number of units (contracts * lot size)	
[●]	[●]	[●]	[●]	[●]	[●]	[●]

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Date: [●]
Place: [●]

Signature:
Name: [●]

PACKAGING SOLUTIONS

Form E

DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / trading in securities of the Company/ /end of 7 trading days from pre-clearance approval))

To,
The Compliance Officer,
S.D. International Limited ("**Company**")

Pre-Approval Reference No.:

I hereby inform that I

i) have not bought / sold/ subscribed any securities of the Company
ii) have bought/sold/subscribed to securities as mentioned below on (date) (strike out whichever is not applicable)

Name of holder	No. of securities traded	Bought / sold / subscribed	DP ID / ClientID / Folio No.	Price (Rs.)

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 if sought for: 1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months/undertake that no contra trade shall be entered within a period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval (applicable in case of purchase / subscription).

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

Signature:
Name: [●]
Date: [●]

Form F

Application for waiver of minimum holding period

To,
The Compliance Officer,
S.D. International LimitedWith reference to above, I wish to inform you that I had purchased ___Equity Shares of the Company on _________, the details are as mentioned below:

1.	No. of Equity Shares	
2.	Folio / DP Id. No. and Client Id No.	
3.	Date of purchase and price of purchase	
4.	From whom purchased	
5.	Existing total holding	
6.	Quantity for selling	
7.	Reason for early selling	
8.	Price for which proposed to sale	
9.	Mode of transaction – private / open	

I understand that as provisions of the code of conduct to regulate, monitor and report trading in securities by designated persons and immediate relatives of designated persons and code of practice and procedures for fair disclosures of Unpublished Price Sensitive Information of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, I need to hold this investment for a minimum period of six months, but, due to reason as mentioned above, I need to sale the same before prescribed period.

You are requested kindly to give your permission to sale aforesaid Securities as requested.

Signature:
Name: [●]
Designation: [●]
Employee Code No.:

(Signature)
Date:

Form G

Disclosure Form for Designated Persons
(To be submitted by Designated Persons annually within 30 days from the end of the financial year, or promptly in case of any change)

Section A: Personal Information of the Designated Person

Full Name	____________________________
Employee ID / Code	____________________________
Department / Division	____________________________
PAN / Authorized Identifier	____________________________

Section B: Disclosure of Immediate Relatives

(Please provide details of all immediate relatives)

S. No.	Full Name	Relationship	PAN / Authorized Identifier	Contact Number(s)
1				
2				
3				

Section C: Persons with Whom Material Financial Relationship is Shared

(Include any person with whom financial transactions exceed the materiality threshold as defined by policy)

S. No.	Full Name	Nature of Financial Relationship	PAN / Authorized Identifier	Contact Number(s)
1				
2				
3				

Section D: Educational Qualifications (One-Time Disclosure)

S. No.	Institution Name	Degree / Qualification	Year of Graduation
1			
2			

Section E: Past Employment Details (One-Time Disclosure)

S. No.	Organization Name	Designation	Period of Employment
1			
2			

Declaration:

I hereby declare that the above information is true and correct to the best of my knowledge and belief. I undertake to inform the Company promptly of any changes in the above disclosures.

Signature:
Name: [●]
Date: [●]