

**GRAMEEN KOTA FINANCIAL SERVICES PVT. LTD.,**  
**CODE OF CONDUCT AND FAIR DISCLOSURE FOR PROHIBITION OF INSIDER**  
**TRADING**

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## **1. INTRODUCTION**

The Securities and Exchange Board of India (SEBI), in its endeavour to protect the interests of investors in general, has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 [hereinafter referred to as the '**Regulations**'] under the powers conferred on it under section 30 read with clause (g) of sub-section (2) of section 11 and clause (d) and clause (e) of section 12A of the Securities and Exchange Board of India Act, 1992 (15 of 1992). These regulations are made applicable to all companies whose shares are listed on Indian Stock Exchange(s).

It is proposed that the Shares of Grameen Koota Financial Services Pvt Ltd. (the "**Company**") be listed and subject to the rules and regulations issued by the Securities and Exchange Board of India (SEBI).

The Board of Directors of the Company has adopted this Insider Trading Policy (the "**Policy**") to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("**SEBI Regulation**").

The SEBI Regulates an Insider from Trading in the securities of a company listed on any stock exchange on the basis of any unpublished price sensitive information. This policy also provides for Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (the "**Code**") that would be followed by Grameen Koota Financial Services Pvt. Ltd., for the consistent, transparent, regular and timely public disclosure and dissemination of Unpublished Price Sensitive information.

This Code of Conduct may be modified by the Board of Directors from time to time to adopt best practices and to comply with the SEBI Regulation.

To achieve the objectives as stated in SEBI (Prohibition of Insider Trading) Regulations, 2015 the Company hereby notifies that the "**CODE OF CONDUCT AND FAIR DISCLOSURE FOR PROHIBITION OF INSIDER TRADING**" shall become effective and operational with immediate effect. This Code shall be applicable and binding on all the employees, officers, directors and those persons authorized to speak on behalf of the Company.

The Company is committed to factual, timely and accurate disclosure based on applicable legal and regulatory requirements.

## **2. DEFINITIONS**

For the purpose of this code, the words and expressions given below shall carry the meaning as stated hereinafter:-

- a) "**Company**" means Grameen Koota Financial Services Pvt Ltd.
- b) "Compliance officer" means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who 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 company or the head of an organization, as the case may be.

- c) **“Designated Persons”** Shall include –
  - i. Directors
  - ii. Key Managerial Personnel
  - iii. All employees in the cadre of Vice President and above;
  - iv. Employees in the Finance, Accounts, Planning & MIS, Secretarial Department and as may be determined by the Compliance Officer from time to time;
  - v. Immediate relative (as defined in SEBI Regulation) of (a) to (c) above;
  - vi. Employees designated by the Board of Directors from time to time.
  
- d) **“Generally available information”** means information that is accessible to the public on a non-discriminatory basis;
  
- e) **“Immediate relative”** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;
  
- f) **“Insider”** means any person who is:
  - i. a connected person; or
  - ii. in possession of or having access to unpublished price sensitive information;
  
- g) **“Key Managerial Person”** means person as defined in Section 2(51) of the Companies Act, 2013.
  
- h) **“Regulations”** shall mean the SEBI (Prohibition of Insider Trading) Regulations, 2015.
  
- i) **“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;
  
- j) **“Unpublished price sensitive information”** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –
  - i. financial results;
  - ii. dividends;
  - iii. change in capital structure;
  - iv. mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
  - v. changes in key managerial personnel; and
  - vi. material events in accordance with the listing agreement.

**k) Material Information as stipulated under Clause 36 of the Listing Agreements**

Material information means any information relating to the business or affairs of the Company that results in, or would reasonably be expected to result in a significant change in the market price or value of the securities of the Company or that would reasonably be expected to have a significant influence on any reasonable investor's investment decisions. Material Information includes, without limitation, information regarding:

- i. Change in general character of business of the Company.
- ii. Material disruption of operations due to natural calamity.
- iii. Un-audited or audited [stand alone and consolidated] financial results of the Company.
- iv. Proposed issue of bonus/ rights shares or issue of securities on a private placement basis.
- v. Corporate action relating to dividend, split, consolidation of securities.
- vi. Action pursuant to regulatory/ statutory amendments that is material to the operations of the Company.
- vii. Changes in rating of securities issued by the Company. Changes in the Board of Directors or Key Managerial Personnel.
- viii. Details of litigation/ dispute/ regulatory action having a material impact on the present or future operations of the Company.
- ix. Any material acquisition, merger, de-merger, amalgamation, restructuring, scheme of arrangement, spin off or selling of any material divisions of the Company.

This list is not exhaustive, but is intended to provide examples of information that may require public disclosure.

***For the purpose of this Code, all the above information including unpublished price sensitive information would be referred to as "Material Information".***

#### **I) Chief Investor Relations Officer**

The Company would designate one of its senior officers as the Chief Investor Relations Officer (CIRO) from time to time, who shall jointly and severally along with the Company Secretary / Chief Financial Officer be responsible to deal with the dissemination of information and disclosure of any Material Information.

### **3. RESTRICTION ON COMMUNICATIONS AND TRADING BY INSIDERS**

#### **Communication or procurement of unpublished price sensitive information**

- a. No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to securities of the Company or securities proposed to be listed by the Company, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- b. No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to securities of the Company or securities proposed to be listed by the Company, except in furtherance of legitimate purposes, performance of

duties or discharge of legal obligations.

- c. Notwithstanding anything contained in this Code, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would,
  - i. entail an obligation to make an open offer under the takeover regulations where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company;
  - ii. not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of informed opinion that the proposed transaction 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.
- d. For the purpose of (c) above, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of (c) above, and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.
- e. Trading by insiders including promoters, non-individual insiders when in possession of unpublished price sensitive information shall be governed by Regulation 4 of the Regulations.
- f. Preservation of "Price Sensitive Information"

Directors and Designated employees shall maintain the confidentiality of all Price Sensitive Information. Directors / Designated employees 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 of the Company. Board of Directors of the Company shall ensure that the following practices are followed in this regard. Board of Directors shall also ensure that such information has been circulated to Compliance Officer to disclose in Public/Stock Exchange within prescribed time.

#### **4. ROLE OF THE COMPLIANCE OFFICER**

- a. The Compliance Officer shall provide clarifications sought for under the SEBI (Prohibition of Insider Trading) Regulations, 2015 to all concerned, to the extent possible.
- b. The Compliance Officer shall preserve the disclosures received and submitted to the Stock Exchanges concerned for a minimum period of five years.
- c. The Compliance Officer shall report to the Board of Directors of the Company and shall provide reports on compliances of the SEBI (prohibition of Insider Trading) Regulations, 2015 to the Chairman of the Audit Committee on the following;
- d. Pre-clearance sanctioned or rejected;
- e. Details of transactions done pursuant to pre-clearance including those cases where no transaction has been executed after securing pre-clearance along with the reasons;
- f. Details of relaxation, if any from the strict requirements under this Code;
- g. Disciplinary actions, if any taken by Managing Director pursuant to this Code;

- h. Disclosures under the SEBI (Prohibition of Insider Trading) Regulations, 2015 if any;
- i. Trading plans, if any presented for approval;
- j. Other relevant information for each calendar quarter.
- k. The Compliance Officer shall place the aforesaid details at the first meeting of the Board of Directors held after the close of the calendar quarter

## **5. TRADING PLANS:**

- a. An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
- b. Such trading plan shall –
  - i. not entail commencement of trading on behalf of the insiders earlier than six months from the public disclosure of the plan;
  - ii. not entail trading for the period between the 20th trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of such financial results;
  - iii. entail trading for a period of not less than 12 months;
  - iv. not entail overlap of any period for which another trading plan is already in existence;
  - v. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
  - vi. not entail trading in securities of the Company for market abuse.
- c. 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.
- d. The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid a violation of this code or "Regulations".

- e. Upon approval of the trading plan, the Compliance Officer shall notify the plan to the Stock Exchanges on which the securities of the Company are listed.

## **6. DISCLOSURE OF TRADING BY INSIDERS**

### **A. General Provisions**

- a. Every public disclosure shall be made in the Form/s as prescribed under the Regulations from time to time.
- b. 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.
- c. The disclosure of trading in securities shall also include trading in derivatives of securities and traded value of the derivatives shall be taken into account. Provided that trading in derivatives of securities is permitted by any law for the time being in force.
- d. The disclosures made under this Part shall be maintained by the Company, for a minimum period of five years.

## **B. Disclosure by certain persons**

### **a. Initial Disclosures**

- i. Every Designated Person of the Company shall disclose his / her holding in securities of the Company as at end of every quarter, within seven working days of close of the quarter.
- ii. Every person on appointment as a Key Managerial Person or a Designated Person of the Company shall disclose his holding of securities of the Company, as on the date of appointment or becoming such a Designated person, to the Company, within seven days of such appointment.

### **b. Continual Disclosures**

- i. Every designated person 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 Rupees five lakh.
- ii. The Compliance Officer of 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.

Explanation — It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-code, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause b. (i) above.

## **C. Disclosures by other connected persons**

The Company may, on its own discretion, require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company and at such frequency as may be determined by the Company in order to monitor compliance with this Code.

## **D.GRAMEEN KOOA SHARE DEALING CODE**

No Employee including his/her Immediate Relatives shall either on his/ her own behalf or on behalf of any other person, trade or undertake to trade or cause to trade in the Securities of the Company (i) when he/ she is in possession of any Unpublished Price Sensitive Information and (ii) during the Restricted Trading Period.

### **7. Prohibition on Dealing, Communicating or Counseling on Matters Relating to Insider Trading**

No Insider shall either on his own behalf, or on behalf of any other person, trade in securities of the Company when in the possession of any unpublished price sensitive information; Communicate, counsel or procure, directly or indirectly any unpublished price sensitive information to any person. However these restrictions shall not be applicable to any communication required in the ordinary course of business or under any law.

### **8. Trading Restrictions**

All Designated Persons of the Company shall be subject to trading restrictions as enumerated below:-

#### **a) Trading Window**

The period prior to declaration of price sensitive information is particularly sensitive for transactions in the Company's securities. This sensitivity is due to the fact that the Designated Persons will, during that period, often possess unpublished price sensitive information.

During such sensitive times, the Designated Persons will have to forego the opportunity of trading in the Company's securities.

The Compliance officer or any other employee from the Company Secretarial department of the Company will notify the designated persons about closure and opening of trading window and also inform the stock exchanges.

The Designated Persons of the Company shall not deal in the securities of the Company when the trading window is closed. The period during which the trading window is closed shall be termed as prohibited period. Immediate relatives of designated persons shall not deal in the securities when the trading window is closed. It is the duty of the designated persons to inform the immediate relatives of the closure of trading window and ensure that they do not deal in the securities of the Company.

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

**b) The trading window shall be, inter alia, closed at the time of:-**

- i. Declaration of Financial results (quarterly, half-yearly and annual)
  - ii. Declaration of dividends (interim and final)
  - iii. Issue of securities by way of public/ rights/bonus, etc.
  - iv. Any major acquisition/ expansion plans or execution of new projects
  - v. Amalgamation, mergers, takeovers and buy-back
  - vi. Hearing/Judgment of Litigation/dispute with a material impact;
  - vii. Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the securities of the Company;
- c) The period of closure shall be effective from the date on which the Company sends intimation to the Stock Exchange advising the date of the Board Meeting, up to 48 hours after the Price sensitive information is submitted to the Stock Exchange.
- d) The trading window shall be opened after 48 hours of the information referred in Clause 6 (D) (b) is made public.
- e) All Designated Persons of the Company shall conduct all their dealings in the securities of the Company only during the free period and shall not deal in any transaction involving the purchase or sale of the Company's securities during the prohibited periods or during any other period as may be specified by the Company from time to time.

**9. Pre-clearance of trades**

Any Designated Person (including immediate relatives) of the Company, who intends to trade in the securities of the Company during free period shall seek pre-clearance from the compliance officer, as per the pre-dealing procedure as described hereunder, as stipulated by the Board of Directors from time to time.

No Director/ Designated employee shall apply for pre-clearance of any trade if such person is in possession of Unpublished Price Sensitive Information even if the trading window is not closed.

**a) Pre-dealing Procedure**

An application for pre-clearance of trade shall be made to the Compliance Officer along with an undertaking (UT) in favor of the Company by such Designated Person incorporating, inter alia, the following clauses, as may be applicable:

- i. That the Designated Person does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
- ii. That in case the Designated Person has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he or she shall inform the Compliance officer of the change in his position and that he or she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
- iii. That he or she has not contravened the provisions of this Code or Regulations as amended from time to time.
- iv. That he or she has made a full and true disclosure in the matter.
- v. The Compliance Officer shall on receiving an application provide the Designated Person with an acknowledgement on the duplicate of the application.
- vi. The Compliance Officer shall grant approval within 2 days from the date of

acknowledgement.

- vii. The Compliance Officer shall retain copies of all applications and acknowledgements.
- viii. In exceptional circumstances consent may not be given if the Compliance officer is of the opinion that the proposed trade is on the basis of possession of any unpublished Price sensitive information. There shall be no obligation to give reasons for any withholding of consent.
- ix. If so requested by the Compliance Officer, Designated Person must ensure that his stockbroker is authorized to disclose to the Company all matters relevant to his share dealings.

**b) Other restrictions**

The Designated Person shall execute their order in respect of securities of the Company *within one week* after the approval of pre-clearance is given. If the order is not executed within one week after the approval is given, the Designated Person must pre-clear the transaction again.

The Designated Person shall hold their investments in securities for a minimum period of six months irrespective of mode of acquisition in order to be considered as being held for investment purposes. The Designated Person permitted to trade shall not be permitted to execute a contra trade within a period of six months from the date of said trade.

In case the sale of securities is necessitated by personal emergency, the Compliance Officer may waive the holding period after recording in writing his or her reasons in this regard. An application for waiver of holding period shall be made to the Compliance Officer.

**c) Half yearly / Annual Disclosures**

In addition to disclosures mentioned under Clause 5 or Clause 6 of this Code, all Designated Persons of the Company shall be required to forward following details of their Securities transactions, including the holdings of immediate relatives, to the Compliance officer:

- i. All holdings in securities of the Company at the time of joining the Company.
- ii. In respect of Designated Persons, all holdings in securities of the Company as on the date specified by the Compliance Officer.
- iii. Statement of any transactions in securities of the Company, whether pre-clearance of trade was obtained or not, on a half yearly basis within 10 days from the end of half year, and
- iv. Annual statement of all holdings in securities of the Company as on March 31 of each year, before April 15 of that year.

**d) Records of disclosures received by the Company**

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

The Compliance Officer shall place before the Board of Directors, on a quarterly basis all the details of the dealing in the securities by the Designated Persons of the Company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this Code.

## **10. CODE OF FAIR DISCLOSURE AND CONDUCT**

### **A. The Company,**

- a.** Shall make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available except when otherwise required for the purpose of maintaining the confidentiality of the information.
- b.** Shall ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- c.** Shall designate any Senior Officer as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- d.** Shall make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- e.** Shall give appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
- f.** Shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
- g.** Shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the website of the Company to ensure official confirmation and documentation of disclosures made.
- h.** Shall ensure that all the unpublished price sensitive information are handled on a need-to-know basis.

### **B. BASIC PRINCIPLES OF DISCLOSURES**

Procedures governing the disclosure of Material Information required to be disclosed shall provide that such disclosure shall be made in accordance with the following principles:

- Information should be disclosed immediately through the stock exchanges and press release.
- No selective disclosure. Previously undisclosed unpublished price sensitive information must not be disclosed to selected individuals. If previously undisclosed information is inadvertently disclosed to an analyst or any other person, such information must then be disclosed to the stock exchanges immediately.
- Under certain circumstances, the Company may determine that such disclosure would be unduly detrimental to the Company (for example if release of the information would cause prejudice to negotiations in a corporate transaction), in which case, the information shall be kept confidential until the Company determines it may be publicly disclosed. Information should be disclosed only

- once there is credibility to the information and the information has concretized.
- Disclosures should be made in a timely manner.
- Disclosure must be complete in all material respects and should not be misleading.
- Unfavourable Material Information must be disclosed as promptly and completely as favourable information.
- Disclosure must be corrected immediately if the Company is subsequently made aware that its earlier disclosure contained a material error or omission at the time it was given.

### **C. DISCLOSURE OF MATERIAL INFORMATION**

The Company shall disclose Material Information concerning its business and affairs to the public immediately, except when otherwise required for the purpose of maintaining the confidentiality of the information. This Code is to enable all persons investing in the securities of the Company to have the opportunity for equal and timely access to information that may affect their investment decisions regarding those securities.

This Code further provides that, once there is credibility to the information and once the information has been set out to a level of concretization, the information would be disclosed by the Company in a timely manner.

### **D. PROCESS OF DISCLOSURES OF MATERIAL INFORMATION**

In case any Head of Department or senior employee becomes aware of some Material Information about the Company, the said employee would contact the MD&CEO and CFO of the Company.

The MD&CEO and CFO in consultation with the CIRO and/ or the Company Secretary would then determine whether the information requires disclosure to the stock exchanges or not in accordance with the Listing Agreements. Thereafter, the Company Secretary and the CIRO with the help of the concerned head of department will prepare the content of the disclosure and determine the timing of the disclosures. Thereafter, the Company Secretary will disclose the said information to the stock exchanges. The CIRO shall ensure that the said information is thereafter properly disseminated to the public as deemed necessary.

### **E. DELAY IN DISCLOSING MATERIAL INFORMATION**

Under certain circumstances, the Company may keep Material Information confidential for a limited period of time because immediate disclosure may compromise certain strategic business opportunities of the Company or may not be disclosable due to third-party confidentiality restrictions or uncertainty of events.

The determination of when to not disclose Material Information immediately shall be made by the MD&CEO and CFO of the Company.

### **F. INFORMATION TO BE SHARED ON A NEED TO KNOW BASIS:**

The directors/ employees of the Company shall not discuss the matters or developments regarding the Company which in any way relate to Material Information with any other persons, except that are required to be disclosed in performance of his or her duties or under applicable laws or regulations or in legal proceedings.

To protect Material Information from disclosure, the directors/ employees of the Company:

- Should not discuss Material Information in public places where Material Information may be overheard (e.g., elevators, restaurants, airplanes, taxicabs) or participate in, host or link to Internet chat rooms, on-line social networking sites, newsgroup discussions or bulletin boards which discuss matters pertaining to the Company's activities or its securities;
- Should not carry, read or discard Material Information in an exposed manner in public places;
- Should not discuss Material Information with any other persons, except as required in performance of his or her duties;
- Shall advise the other persons with whom they are meeting where Material Information may be disclosed, before the meeting, that they must not divulge the Material Information; and
- Should not deal in the securities of the Company until the Material Information is publicly disclosed.

## **11. CONTACTS WITH FINANCIAL ANALYSTS, INVESTORS AND THE MEDIA**

The Company will communicate with its institutional shareholders through meetings with analysts and discussions between fund managers and management. The Company will also participate at investor conferences from time to time. All interactions with institutional shareholders, fund managers and analysts are based on generally available information that is accessible to the public on a non-discriminatory basis. The presentations made to analysts and fund managers are placed on the Company's website. The official news releases are also displayed on the said website.

The main channel of communication to the shareholders is through the annual report. Details relating to quarterly performance and financial results are disseminated to the shareholders through press releases and uploaded on the Company's website.

Briefings are given to update the market after each quarterly results are announced through group meetings or teleconference. Meetings with investors (bilateral and general) are being held to ensure that the investment community receives a balanced and complete view of the Company's performance, while always observing applicable rules concerning selective disclosure, equal treatment of shareholders and insider trading. Individual meetings will also be held with the institutional shareholders, fund managers and analysts to share generally available information.

Employees must not respond under any circumstances to enquiries from the stock exchanges, the media or others, unless authorized to do so by the Directors of the Company.

## **12. MARKET RUMOURS**

The Company shall not comment, affirmatively or negatively, on market rumours. Should a stock exchange request that the Company make a definitive statement in response to a market rumour that is causing significant volatility in the securities of the Company, the CIRO and/ or the Company Secretary in consultation with MD&CEO AND CFO shall consider the matter and content of the Company's response, such as confirming "no corporate development at this time".

## **9. REVIEW OF ANALYST REPORTS**

The Company may at the request of the Analysts review their research reports for the limited purpose

of pointing errors based on previously disclosed information.

## **10. MAINTENANCE OF DISCLOSURE RECORDS**

The Company shall maintain and store records in respect of disclosures made by it through any means under the relevant provisions of the Companies Act, 2013, Rules made thereunder, SEBI Act, 1992, Rules, Regulations and Guidelines issued there under and the Listing Agreements, for audit and future reference.

## **11. AMENDMENTS AND MODIFICATION**

- a) This Code shall be reviewed from time to time and any amendments or modifications thereto shall be subject to the review and approval of the Board of Directors of the Company.

**b) Limited access to confidential information**

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc. Files containing confidential information should be deleted / destroyed after its use. Physical files should be destroyed by means of shredding.

**c) UNINTENTIONAL/ INADVERTENT DISCLOSURE:**

In the event the Company makes an unintentional disclosure of Material Information, it shall forthwith take steps to ensure that the same is disclosed to the stock exchanges immediately.

Further, if the Company becomes aware that there has been an inadvertent disclosure of Material Information it should immediately contact the CIRO and/ or Company Secretary, who in consultation with MD&CEO and CFO, shall consider the matter and take appropriate steps.

## **13. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS**

- a. No Insider shall communicate, provide or allow access to any Unpublished Price Sensitive Information in respect of the Equity Shares of the Company to any person including other Insiders, except where such communication is in furtherance of legitimate purposes, performance of duties of legal obligations.
- b. An Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
- (i) entail an obligation to make an open offer under the takeover regulations where the Board of Directors of the company is of informed opinion that the proposed transaction is in the best interests of the Company;
  - (ii) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of informed opinion that the proposed transaction 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.

#### **"CHINESE WALL" Procedure**

- a. To prevent the misuse of confidential information, the Company shall adopt the "Chinese Wall" policy which separates those areas / personnel / departments which routinely have access to confidential information, considered part of "inside areas" from those areas which deal with sale/marketing/investment advice or other departments providing support services, considered "public areas".
- b. The employees in the inside area shall not communicate any Price Sensitive Information to anyone in public area. The employees in inside area may be physically segregated from employees in public area.
- c. In exceptional circumstances, employees from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the compliance officer.

#### **14. Penalty for contravention of this Code**

Any Designated Persons who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action will be taken by the Company.

Designated Persons of the Company who violate this Code shall also be subject to disciplinary action by the Company, which may include wage salary freeze, suspension, withholding of promotions, etc. The action by the Company shall not preclude SEBI from taking any action in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

#### **15. Information to SEBI in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015**

In case it is observed by the Company and / or Compliance Officer that there has been a violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Compliance Officer shall inform the SEBI within a period of 30 days from the date of knowing the same.

#### **16. Amendment**

The Board reserves its rights to amend or modify the code in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding unless the same is notified in writing.

#### **17. Conclusion**

All Specified Persons are advised to familiarize themselves with the Regulations and comply with the same, as well as with the Code, both in letter and spirit. Specified Persons are also advised to ensure compliance.

