PAISALO
EASY LOAN आसान लोन

Date: June 4, 2021

The Manager
Department of Corporate Relationship
BSE Limited
(Thru.-Listing Centre)
25th Floor P. J. Towers, Dalal Street
Mumbai -400 001
Scrip Code: 532900 (Equity)
959759, 959963, 960204 (Debt Securities)

The Listing Department
National Stock Exchange of India Limited
(Thru.-NEAPS)
Exchange Plaza, Bandra Kurla Complex
Bandra (East)
Mumbai -400 051
SCRIP SYMBOL : PAISALO

SUB: Disclosure under Regulation 8(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Dear Sir/Madam,

Pursuant to regulation 8 (2) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, we wish to inform you that the Company has updated Company's Code of Conduct for Prevention of Insider Trading, including Practices for Fair Disclosure of Unpublished Price Sensitive Information, "the Code". The Code is enclosed for reference of the Investors and is also available on website of the Company www.paisalo.in.

This is for your information and record.

Thanking you
Yours Faithfully,
For Paisalo Digital Limited

(Manendra Singh)
Company Secretary
Encl: as above

PAISALO DIGITAL LIMITED
Formerly Known as S. E. Investments Limited
Reg. Off.: CSC Pocket-52, CR Park
Near Police Station, New Delhi -110019
CIN: L65921DL1992PLC120483

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

{Pursuant to the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015}

Introduction

With a view to govern the conduct of insiders on matters relating to insider trading, the Securities and Exchange Board of India (SEBI) had formulated and issued SEBI (Prohibition of Insider Trading) Regulations, 1992, and these regulations have been amended from time to time. Further on January 15, 2015 SEBI vide it notification has substituted such SEBI (Prohibition of Insider Trading) Regulations, 1992 by new regulation namely SEBI (Prohibition of Insider Trading) Regulations, 2015 and this Regulations has also been amended from time to time to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof. The objective of these regulations is to prevent persons who have access to unpublished price sensitive information relating to a Company to misuse such information and /or profit from such information.

For this purpose, the Company endeavours to preserve the confidentiality of un-published price sensitive information 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. Every director, officer and designated employee of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his/her work at the Company. No director, officer and designated employee of the Company may use his/her position or knowledge of the Company to gain personal benefit or to provide benefit to third party.

SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended time to time, requires that on the basis of model codes, every listed Company shall formulate code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with these regulations. In compliance of such provisions of regulations and to prevent insider trading, Paisalo Digital Limited notified and amended this code of conduct for prevention of insider trading, to be followed by all the directors, officers, designated persons and all other insiders as defined herein.

PART-A

APPLICABILITY

This Code shall apply to all Insiders and Designated Persons (As defined herein).

PART-B

DEFINITIONS

"**Act**" means the Securities and Exchange Board of India Act, 1992, as may be amended from time to time.

"**Board**" or "**Board of Directors**" means Board of Directors of Paisalo Digital Limited.

"**Code**" means this Code of Conduct for prevention of Insider Trading in the Securities, as amended by the Board of Directors of the Company from time to time.

"**Company" or "PDL" or "PAISALO"** means Paisalo Digital Limited.

"**Compliance Officer**" means Company Secretary or such other senior officer, designated so and reporting to the Board of Directors of the Company, 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 Company.

"**Connected Person**" means,-

(i) any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -

a) an immediate relative of connected persons specified in clause (i); or

b) a holding company or associate company or subsidiary company; or

c) an intermediary as specified in section 12 of the Securities and Exchange Board of India Act, 1992 or an employee or director thereof; or

d) an investment company, trustee company, asset management company or an employee or director thereof; or

e) an official of a stock exchange or of clearing house or corporation; or

f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or

g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or

h) an official or an employee of a self-regulatory organization recognised or authorized by the SEBI; or

i) a banker of the company; or

j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest.

"**Deemed Insider**" means and includes:

i) Dependents of Insiders;

ii) Trustees of any trust the beneficiaries of which include any of the Insiders;

iii) Trustees of any trust who are conferred with the Power of Attorney to act on behalf of beneficiaries in respect of securities of the Company, wherein any of the Insiders are holding interest;

"**Designated Person(s)**" shall include:

i) Every Promoter of the Company

ii) Executive or Non-Executive Director, Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Company Secretary, Chief Information Officer, Chief Marketing Officer or any such other equivalent position or Person in-charge of material subsidiary of the Company;

iii) President, Vice President or any other such equivalent position;

iv) General Manager/ Deputy General Manager/Assistant General Manager /Divisional Manager or any such equivalent position;

v) Officer in finance & account department, IT department, legal department and secretarial department;

vi) Employees upto two level below Managing Director of the Company and its material subsidiary company;

vii) Any other employee of the company or its material subsidiary, designated by the company in consultation with the Compliance Officer, either for a specific period of time or for an indefinite period of time, based on such person's role, function, designation and seniority in the company and the extent to which such person may have access to Unpublished Price Sensitive Information.

viii) Immediate relative of (i) to (vii) above.

"**Generally Available Information**" means information that is accessible to the public on a non-discriminatory basis.

"**Employee**" means every employee of the Company and its material subsidiary whether permanent or contractual basis including the Directors in the employment of the Company.

"**Free Period**" means any Period other than the Prohibited Period.

"**Financial Literate**" means a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account and statement of cash flows.

"**Fiduciaries**" refers to professional firms such as auditors, accountancy firms, law firms, analysts, consultants, banks etc., assisting or advising the companies.

"**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.

"**Insider**" means any person who is:

i) a connected person; or

ii) in possession of or having access to unpublished price sensitive information.

"**Insider Trading**" means dealing in securities of a Company by insiders based on, or when in possession of, unpublished price sensitive information.

"**Legitimate Purpose**" shall include sharing of unpublished price sensitive information in ordinary course of business on a need to know basis by an Insider with Partners, Collaborators, Lenders including prospective Lenders , Customers, Suppliers, Merchant Banker, Legal Advisors, Auditors, Insolvency Professionals, Practicing Company Secretary(ies), Registered Valuers or other Advisors, service provider or Consultants, provided that such sharing has not been carried out with a view to evade or circumvent the prohibitions of SEBI (Prohibition of Insider Trading) Regulations, 2015 .

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

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

"**Need to Know Basis**" means Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession on such information will not be given rise to a conflict of interest or appearance of misuse of the information.

"**Regulations**" means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

"**SEBI**" means Securities and Exchange Board of India.

"**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.

"**Specified**" means specified by the Securities and Exchange Board of India in writing.

"**Stock Exchange**" means the Stock Exchanges where any securities of the Company are listed.

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

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

"**Trading Day**" means a day on which the Stock Exchanges are open for trading.

"**Unpublished Price Sensitive Information**" means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –

(i) financial results;

(ii) dividends;

(iii) change in capital structure;

(iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;

(v) changes in key managerial personnel; and

(vi) 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.

"**Unpublished Information**" means information which is not published by the Company or its agents and is not specific in nature.

Words and expressions not defined here shall have the same meaning as contained in SEBI (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depository Act, 1996 or Companies Act, 2013 and rules and regulations made thereunder.



PART-B

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS

Duties of Compliance Officer

The Company Secretary or any other Officer of the Company so appointed by Board of Directors to act as Compliance Officer, who shall report to the Board of Directors of the Company and in particular shall provide reports to the Chairman of the Audit Committee or to the Chairman of the Board of Directors at such frequency as may stipulated by the Board of Directors from time to time but not less than once in a year.

The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of Price Sensitive Information, Pre clearing of all directors'/ employees'/ officers' trades, addressing any clarifications/ difficulties regarding the Code and the implementation of the Code, under the overall supervision of the Board of Directors of the Company.

i. Compliance Officer shall maintain a record of the designated persons and any change made in the list of designated persons.

ii. Compliance Officer may in consultation with the Managing Director / Board of Directors and shall as directed by the Board, specify prohibited period from time to time and immediately make an announcement thereof to all concerned.

iii. Compliance Officer shall maintain a record of prohibited period specified from time to time.

iv. Compliance Officer shall maintain records of all the declarations submitted in the appropriate form given by the Directors, Officers, and Designated Person for a minimum period of five years.

v. Compliance Officer shall intimate to all Stock Exchanges on which the securities of the Company are listed the relevant information received and which is required to intimate to Stock Exchanges.

vi. To perform his duties, Compliance Officer shall have access to all information and documents relating to Securities of the Company.

vii. Compliance Officer shall from time to time inform the Stock Exchanges of any Unpublished Price Sensitive Information on immediate basis.

viii. Compliance Officer shall confidentially maintain a list of such securities as a restricted list ("Restricted List") which shall be used as the basis for approving or rejecting applications for pre clearance of trades.

ix. Compliance Officer shall be responsible for the approval of Trading Plans. The Compliance Officer shall also be responsible for notifying the Trading Plans to the Stock Exchanges on which Securities are listed.

x. He shall inform SEBI of any violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 within 7 days of knowledge of any such violation.

xi. Compliance Officer shall maintain a record of trading window from time to time.

Preservation of Price Sensitive Information/ Policy for determination of "Legitimate Purposes"

Insiders including Designated Persons shall maintain the confidentiality of all unpublished price sensitive information in their possession. They shall not advise, communicate, provide, counsel, inform, allow access or pass on such information to any person including other insiders, directly or indirectly, other than communication required to be made in the ordinary course of business (legitimate purposes) or under any law. No person shall procure from or cause the communication by any insider of Unpublished Price Sensitive Information, relating to the Company or its securities except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Following practices should be followed in this regard:

- **Need to know**: Unpublished Price Sensitive Information such as Financial Results, declaration of Dividends, proposal of Corporate Restructuring, diversification, expansion acquisition in the stake of other entities, change in KMP's, etc is to be handled on a "Need to Know" basis i.e. Unpublished Price Sensitive Information should be disclosed only to those within and outside the Company who need to know such Unpublished Price Sensitive Information to discharge their duty and whose possession of such Unpublished Price Sensitive Information will not give rise to a conflict of interest or appearance of misuse of information.

  Any person who got the possession of Unpublished Price Sensitive Information on 'need to know' basis for legitimate purposes, performance of duties or discharge of legal obligations shall maintain confidentiality of all such Unpublished Price Sensitive Information and will be deemed to be considered as insider and shall abide with the code and Regulation. All non-public information directly received by any employee should immediately be reported to the head of the department.

- **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. Shredder should be used for the destruction of physical files.

- **Chinese Walls:** Additionally, while dealing with or handling unpublished price sensitive information within the Company shall establish policies, procedures and physical arrangements (Collectively "Chinese Walls") designed to manage confidential information and prevent the inadvertent spread and misuse of unpublished price sensitive information, or the appearance thereof.

  Chinese Walls shall be used to separate areas that have access to unpublished price sensitive information (Insider Areas) from those who do not have such access (Public Areas) within the Company. The employees in the inside area shall not communicate any Unpublished Price Sensitive Information to anyone in public area.

  Where Chinese Walls arrangement is in place Insiders working within an Insider Area are prohibited from communicating any Confidential or Unpublished Price Sensitive Information to Insider to Public Areas without the approval of Compliance Officer.

Insider within a Chinese Wall have a responsibility to ensure the Chinese Wall is not breached deliberately or inadvertently. Known or suspected breaches of the Chinese Wall must be reported to the Compliance Officer immediately.

An Insider may cross the Chinese Wall to enter the Insider Areas only with the prior approval of the Compliance Officer, and would be subject to all restrictions that apply to such areas.

The establishment of Chinese Walls does not suggest or imply that unpublished price sensitive information can circulated freely within the Insider Areas.

- **Structured Digital Database**: A structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared for legitimate purpose along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

  The structured digital database shall be 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 Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings

Communication or Procurement of Unpublished Price Sensitive Information

Unpublished price sensitive information may be communicated, provided, allowed access to or procured in connection with a transaction:

i. that would 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 sharing of such information is in the best interests of the Company;

ii. that would 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.

However, for this purposes, 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 limited purpose as mentioned above, and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information

Prohibition on dealing, communicating or counselling on matters relating to Insider Trading

No Insider shall:

i. 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; or

ii. communicates, counsel or procures, 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.

Trading Restrictions

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

Trading Window

The period prior to declaration of Unpublished 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.

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.

The trading window shall be, inter alias, closed at the time of:

i. declaration of Financial results (quarterly, half-yearly and annual);

ii. declaration of dividends (interim and final);

iii. change in capital structure of the Company;

iv. merger, demerger, acquisitions, delisting, disposals and expansions of business and such other transactions;

v. disposal of whole or substantially whole of the undertaking;

vi. any changes in policies, plans or operations of the Company disruption of operations due to natural calamities;

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; and

viii. any other material events in accordance with listing agreement/regulations.

In respect of declaration of financial results, the period of closure of trading window shall be effective from the end of every quarter till 48 hours after the declaration of financial results.

In regards of any other matters, trading window shall, inter alia, remain closed 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 Unpublished Price Sensitive Information is submitted to the Stock Exchange / made public, or such other extended period as may be decided by Compliance Officer, from time to time after.

The Compliance Officer shall intimate the closure of trading window to all the Designated Persons of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of Unpublished Price Sensitive Information. Designated Persons and their immediate relative shall not trade in securities when the trading window is closed.

All the Insiders 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.

In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.

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

The trading window restrictions mentioned above shall not apply in respect of

- transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of Regulation 4 of the Regulations and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer and compliance with the respective regulations made by the SEBI;

- transactions which are undertaken in accordance with respective regulations made by the 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 buyback offer, open offer, delisting offer.

Pre-Clearance of Trades

During the free period when the trading window is open, trading/ dealing by all the designated person shall be subject to pre-clearance by the Compliance Officer, if the value of proposed trades is more than Rs. 10 lacs. No designated person shall apply for pre-clearance of any proposed trade if such designated person is in possession of Unpublished Price Sensitive Information even is the trading window is not closed.

The pre-clearance procedure shall be as mentioned under:

- the Designated Person shall make a pre-clearance application to the Compliance Officer in the prescribed Form I or Form I(Pledge) as the case may be.
- along with undertaking stating that he/she has not contravened the provisions of this code.

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- if the Designated Person, obtained any Unpublished Price Sensitive Information after executing the undertaking but prior to deal in securities of the Company, he/she shall inform the Compliance Officer and refrain from dealing in securities of the Company.
- the Compliance Officer shall on receiving an application provide the Designated Person with an acknowledgement on the duplicate of the application.
- the Compliance Officer shall grant approval within 2 days from the date of acknowledgement.
- the Compliance Officer shall retain copies of all applications and acknowledgements.
- 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.
- the Designated Person, shall execute their transaction within 7 days of pre-clearance of trade. If the transaction is not executed within 7 days of such pre-clearance, fresh approval of the Compliance Officer is required.

All Designated Persons shall conduct their dealings in the securities of the Company only in the "Valid Trading Window" period and shall not enter into "Contra Trade" i.e. opposite or reverse transactions, in the securities of the Company during the next six months following the prior transaction. The Compliance Officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate SEBI Regulations. Should a contra trade be executed, inadvertently or otherwise, in violation of such a 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 the SEBI under the Act. When the trading window is closed, the designated persons shall not trade in the Company's securities in such period.

In case of contra trade in the securities of the Company is necessitated by person in emergency period restriction may be relaxed by the Compliance Officer after recording in writing the reasons in this regard. The application for relaxation from minimum period restriction for contra trade of company's securities shall be made by the designated person in Form II annexed to this Code.

In case of doubt, designated person shall be responsible to check with the Compliance Officer from time to time, whether the provisions of this code are applicable to any proposed transaction.

Trading Plans

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

Such trading plan shall:

- not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;

- not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- entail trading for a period of not less than twelve months;
- not entail overlap of any period for which another trading plan is already inexistence;
- 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
- not entail trading in securities for market abuse.

The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015 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.Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan and also the trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

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

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.

PART-C

Fair Disclosure of Unpublished Price Sensitive Information

The Company,

- 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.
- shall ensure uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.
- appoints Compliance Officer to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.
- shall make prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- shall give appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- shall ensure that information shared with analysts and research personnel is not Unpublished Price Sensitive Information.
- 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.
- shall ensure that all the Unpublished Price Sensitive Information are handled on a need to-know basis.



PART-D

Disclosure Requirement for Transaction in Securities

The disclosures to be made by any person under this code shall be made in prescribed form and shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

Disclosure by certain persons:

1. ***Initial Disclosure***

   i. Every promoter, member of the promoter group, key managerial personnel and director of the Company shall disclose his holding of securities of the Company as on the date of SEBI (Prohibition of Insider Trading) Regulations, 2015 taking effect, to the Company within thirty days of regulations taking effect;

   ii. Every person on appointment as a Director or a Key Managerial Personnel of the Company or upon becoming a Promoter or a member of the Promoter Group shall disclose his holding of securities of the Company as on the date of appointment or becoming a Promoter or a member of the Promoter Group, to the Company, within seven days of such appointment or becoming a Promoter or member of the Promoter Group. Such disclosure shall be made in the format prescribed under the Regulations, as amended from time to time. The format of initial disclosure is Form III.

2. ***Continual Disclosures***

   i. Every promoter, member of the promoter group, designated personand 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 atraded value in excess of ten lakh rupees or such other value as may be specified;

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

   Further, it is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure as above, shall be made when the transactions effected after the prior disclosure cross the threshold limit as specified above.

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

3. Annual Disclosures

In addition to disclosures mentioned above, all Designated Persons of the Company shall be required to forward following details to the Compliance Officer:

i. All holdings in securities of the Company at the time of joining the Company in the format set out in Form IV, as amended from time to time;

ii. In respect of existing Designated Persons, all holdings in securities of the Company as on the date specified by the Compliance Officer in the format set out in Form V, as amended from time to time;

iii. Annual statement of all holdings in securities of the Company in the format set out in Form VI, as amended from time to time, as on March 31 of each year, before April 15 of that year; and

iv. Disclose names and Permanent Account Number or any other identifier authorized by law of the following persons on an annual basis and as and when the information changes:

a) immediate relatives;

b) persons with whom such Designated Person(s) shares a material financial relationship;

c) Phone and mobile numbers which are used by them; and

d) the name(s) of educational institutions from which Designated Person(s) have graduated and name(s) of their past employers

It is clarified that the term "material financial relationship" shall have the meaning assigned to it under the Regulations.

Disclosures by other Connected Persons

The Company may at 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 in such form and at such frequency as may be determined by the Company in order to monitor compliance with this Code and the Regulations. Such disclosure shall be made in the format prescribed under the Regulations, as amended from time to time and set out in Form VII.

PART-E

General Provisions

i. The Compliance officer shall maintain records of all the declarations in the appropriate form given by designated persons covered under this code for a minimum period of five years.

ii. The Compliance officer shall place before the CEO/Board of Directors, on a Quarterly basis all the details of the dealing in the securities by the designated persons covered under this code and the accompanying documents that such persons had executed under the pre -dealing procedure as envisaged in this code.

iii. Every Designated Person shall be individually responsible for complying with the provisions of the Code, including to the extent the provisions hereof are applicable to his/her relatives.

iv. The Company shall follow the policies and procedures formulated for inquiry in case of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information and accordingly initiate appropriate inquiries on becoming aware of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

v. Any designated person who trades in the 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.

vi. 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, recovery, clawback, 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

vii. The action by the Company shall not preclude SEBI and other authorities from taking any action in case of violation of SEBI (prohibition of Insider Trading) Regulations, 2015.

viii. Where necessary, the Company shall inform the SEBI and any other applicable regulatory authority for any instances of violation of this code or the Regulations which comes to the Company's knowledge.

ix. If the provision of this code is contrary to the provision of SEBI Regulations, Companies Act, 2013, Securities Contract (Regulation) Act, 1956 or any other statutes then the provisions of said SEBI regulations, Companies Act or other Statutes will prevail.

x. The Code is the internal policy of the Company to prevent Insiders, Deemed Insiders and Connected Persons who are considered by the Company to be Insiders of the Company for the purposes of the Regulations, from Trading. It is however the responsibility of each Insiders, Deemed Insiders and Connected Person to ensure compliance with the provisions of the Regulations and other related laws. The Company shall not be responsible or liable for any violation or contravention by any Insiders, Deemed Insiders or Connected Person, of the Regulations or other related laws.

xi. Nothing herein contained shall be considered as obligating the Company in any way to furnish to any Insiders or Connected Person with any Unpublished Price Sensitive Information.