



CREDITACCESS GRAMEEN LIMITED

**CODE OF CONDUCT AND FAIR DISCLOSURE FOR
PROHIBITION OF INSIDER TRADING**

Revision History

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Version Control

Version	Author	Reviewed By	Approved By
1.	CS	MD & CEO	Board of Directors
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3.	CS	MD & CEO	Board of Directors
4.	CS	MD & CEO	Board of Directors
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6.	CS & CCO	MD	Board of Directors
7.	CS & CCO	MD	Board of Directors
8.	CS & CCO	MD	Board of Directors
9.	CS & CCO	MD	Board of Directors
10.	CS & CCO	MD	Board of Directors

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1. INTRODUCTION:

The Securities and Exchange Board of India (SEBI), in its endeavor 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).

The Board of Directors of the Company has adopted this Insider Trading Policy (the "Policy") on December 1, 2017, and subsequently amended on March 27, 2019, to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("SEBI Regulation") as amended from time to time.

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SEBI Regulates an Insider from Trading in the securities of a company listed on any stock exchange on the basis of any unpublished price sensitive information (UPSI). This policy also provides for Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (the "**Code**") that would be followed by CreditAccess Grameen Limited, for the consistent, transparent, regular and timely public disclosure and dissemination of Unpublished Price Sensitive information.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 Designated Persons, immediate relatives of Designated Persons 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 CreditAccess Grameen Limited.
- b. "Compliance officer" means any senior officer, designated so and reporting to the board of directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the 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 the Regulations under the overall supervision of the Board of Directors of the Company.

- c. "Connected person" means- any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, 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, whether temporary or permanent, with the company, that allows such a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

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 -

- i. a relative of connected persons specified in clause (i); or
 - ii. a holding company or associate company or subsidiary company; or
 - iii. an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - iv. an investment company, trustee company, asset management company or an employee or director thereof; or
 - v. an official of a stock exchange or of clearing house or corporation; or
 - vi. 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
 - vii. 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
 - viii. an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - ix. a banker of the company; or
 - x. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his relative or banker of the company, has more than ten per cent. of the holding or interest; or
 - xi. a firm or its partner or its employee in which a connected person is also a partner.
 - xii. a person sharing household or residence with a connected person.
- d. "Designated Persons" Shall include –
- i. Promoters
 - ii. Directors
 - iii. Key Managerial Personnel
 - iv. All employees in the cadre of Vice President and above
 - v. Employees of material subsidiaries designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors
 - vi. Employees in the Finance, Accounts, Planning & MIS, IT department, Secretarial Department and as may be determined by norms mentioned in this Code
 - vii. Immediate relative (as defined in SEBI Regulation) of (i) to (v)above; and
 - viii. Employees designated by the Board of Directors from time to time.
- e. "Fiduciary" means professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising Company shall be collectively referred to as fiduciaries.
- f. "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.

- g. "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;
- h. "Insider" means any person who is:
 - i. a connected person; or
 - ii. in possession of or having access to unpublished price sensitive information.
- i. "Intermediaries" shall include such persons as defined in Section 12 of the Securities and Exchange Board of India Act, 1992 viz., Stock Brokers, Sub-brokers, Share Transfer Agents, Banker to an Issue, Trustee of a Trust Deed, Registrar to an Issue, Merchant Banker, Underwriter, Portfolio Manager, Investment Adviser and such other persons associated with Securities Market and registered with SEBI.
- j. "Key Managerial Person" means person as defined in Section 2(51) of the Companies Act, 2013.
- k. "relative" shall mean the following:
 - i. spouse of the person;
 - ii. parent of the person and parent of its spouse;
 - iii. sibling of the person and sibling of its spouse;
 - iv. child of the person and child of its spouse;
 - v. spouse of the person listed at sub-clause (iii); and
 - vi. spouse of the person listed at sub-clause (iv)
- l. "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.
- m. "trading" means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- n. "Unpublished price sensitive information" (UPSI) 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, de-listings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions; and
 - 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.

o. Material Information

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.
- viii. Changes in the Board of Directors or Key Managerial Personnel.
- ix. Details of litigation/ dispute/ regulatory action having a material impact on the present or future operations of the Company.
- x. 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".

p. 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.

The terms used in this Code which are not defined hereinabove, shall have the same meaning ascribed to it under the SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI Act, 1992, Securities Contract Act (Regulations) 1956, The Depositories Act, 1996 or the Companies Act, 2013 and Rules and Regulations made thereunder as amended from time to time.

3. IDENTIFICATION OF DESIGNATED PERSONS:

- a. The Compliance Officer may on consultation with the Managing Director, specify employees to be covered under the code on the basis of their role and function in the organization and the access that such role and function would provide to UPSI in addition to seniority and professional designation and shall include:
 - i. Employees designated on the basis of their functional role.
 - ii. Employees of any holding or subsidiary company or future subsidiaries designated on the basis of their functional role.

4. RESTRICTION ON COMMUNICATIONS AND TRADING:

Communication or procurement of unpublished price sensitive information (UPSI)

- a. No insider shall communicate, provide, or allow access to any UPSI, relating to securities of the Company to any person including other insiders except where such communication is in furtherance of legitimate purposes (as set out under clause 10(G) of this Code), performance of duties or discharge of legal obligations.
- b. No person shall procure from or cause the communication by any insider of UPSI, relating to securities of the Company except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- c. Notwithstanding anything contained in this Code, UPSI 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 sharing of such information is in the best interests of the Company.
 - ii. not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the 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 as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.
- d. For the purpose of (a) & (b) 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 UPSI.

- 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 Persons shall maintain the confidentiality of all Price Sensitive Information. Directors / 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 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.

- g. "CHINESE WALL" Procedure
 - i. To prevent the misuse of UPSI, 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".
 - ii. The employees in the inside area shall not communicate any UPSI to anyone in public area.
 - iii. The employees in inside area may be physically segregated from employees in public area.
 - iv. In exceptional circumstances, employees from the public areas may be allowed to "cross the wall" and given confidential information on the basis of "Legitimate Purpose" criteria, with the permission of the Compliance Officer.

5. 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:
 - i. Pre-clearance sanctioned or rejected.
 - ii. 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.
 - iii. Details of relaxation, if any from the strict requirements under this Code.
 - iv. Disciplinary actions, if any taken by Managing Director pursuant to this Code.
 - v. Disclosures under the SEBI (Prohibition of Insider Trading) Regulations, 2015, if

- any.
 - vi. Trading plans, if any presented for approval.
 - vii. Other relevant information for each calendar quarter.
- d. 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.

6. 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 one hundred and twenty calendar days from the public disclosure of the plan.
 - ii. not entail overlap of any period for which another trading plan is already in existence.
 - iii. set out following parameters for each trade to be executed:
 - a) either the value of trade to be effected or the number of securities to be traded;
 - b) nature of the trade;
 - c) either specific date or time period not exceeding five consecutive trading days;
 - d) price limit, 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:
 - (i) for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and up to twenty per cent higher than such closing price;
 - (ii) for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and up to twenty per cent lower than such closing price.; and
 - iv. 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. Further, the trading window norms shall not be applicable for trades carried out in accordance with an approved trading 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 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.

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.

Provided that if the insider has set a price limit for a trade under sub-clause (iv) of clause (iii) of above clause b, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed. However, if the insider wishes to trade irrespective of the fluctuation in market price, he may not set any price limit at the time of formulation of the trading plan.

- e 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.
- f Pre-clearance of trade under clause 9(a), trading window norms and restriction on contra trade under clause 8(a) & 9(b) respectively, are not applicable for trades carried out in accordance with the trading plan approved by the Compliance officer.

7. 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 the 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 person on appointment as a Key Managerial Person or a Director or Designated Person 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 such a Designated Person, to the Company, within seven days of such appointment.

b. Continual Disclosures

- i. All such persons referred under (a) above, shall disclose to the Company, the number of such securities acquired or disposed off 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.

- ii. The Designated Depository appointed by the Company shall notify the particulars of transactions by DPs, 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 ten lakh, to the Stock Exchange on which the securities are listed.

Explanation 1 – Based on the SEBI Circular No. SEBI/HO/ISD/ISD/CIR/P/2020/168 dated September 09, 2020, for Automation of Continual Disclosures under Regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 (System driven disclosures), the Company shall appoint a designated depository and with whom the Company shall share the list of DPs and PAN from time to time.

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. (ii) above.

- i. Designated Persons shall also furnish the names of educational institutions from which Designated Persons have graduated and names of their past employers.
- ii. Designated Persons shall be required to disclose names and Permanent account number, or any other identifier authorized by law of themselves and the following persons to the Company on an annual basis and as and when the information changes:
 - a) Immediate relatives.
 - b) Person with whom such Designated Person(s) shares a material financial relationship.
 - c) Phone, mobile and cell numbers which are used by them.

“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 12 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.

- 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. CreditAccess Share Dealing Code

No Designated Person 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 UPSI and (ii) during the Prohibited Period under paragraph 8(a) of this Code.

8. 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 furtherance of a legitimate purpose (as set out under clause 11 (G) of this Code), performance of duties or discharge of legal obligations.

The Company may require any person to maintain a structured digital database containing details like the names of persons who have shared the UPSI, the nature of UPSI shared and the names of such persons with whom UPSI is shared along with their PAN or such other identifier authorized by law, as the case may be, which shall be maintained internally with adequate internal controls and checks.

9. TRADING RESTRICTIONS:

All Designated Persons of the Company and their immediate relatives 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 UPSI.

During such sensitive times, the Designated Persons and their immediate relatives 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 Depositors and the Designated Persons about closure and opening of trading window.

The Designated Persons of the Company and their immediate relatives 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. 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 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.
 - viii. The trading window shall be closed by the Compliance Officer when he is of the firm belief that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI.

Provided that Trading window closure may not be necessary for UPSI that originates from outside the Company. The Compliance Officer shall distinguish between UPSI generated within the Organization and that originating from external sources, to determine whether trading window closure is required or not.

- ix. The period of closure shall be effective from the end of every quarter, till 48 hours after the financial results is submitted to the Stock Exchanges.
- c. The trading window shall be opened after 48 hours of the information referred in Clause 9(b) is made public.
- d. All Designated Persons of the Company and their immediate relatives 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.
- e. Trading window restrictions shall not apply in respect of –
- i. Off-market inter-se transfer between insiders who were in possession of same UPSI without being in breach of SEBI Regulations and both parties had made a conscious and informed trade decision. Such trades shall be reported by the insiders to the Company within 2 working days.
 - ii. Transactions carried out through block deal window mechanism between persons who were in possession of UPSO without being in breach of SEBI Regulations and both parties had made a conscious and informed trade decision.
 - iii. Transaction carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
 - iv. Transaction undertaken pursuant to exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
 - v. Trades pursuant to a trading plan.
 - vi. Pledge of shares for a bona fide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer.

10. 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 Designated Person and their immediate relatives 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 in the prescribed format along with an undertaking (UT) in favor of the Company by such Designated Person and/or their immediate relative incorporating, inter alia, the following clauses, as may be applicable:

- i. That the Designated Person do 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 UPSI. 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.
- x. The Compliance Officer shall seek pre-clearance from the Managing Director for the trade proposed to be undertaken by himself/herself or his/her immediate relatives.

b. Other restrictions

- i. The Designated Person and their immediate relatives shall execute their order in respect of securities of the Company within seven trading days after the approval of pre-clearance is given. If the order is not executed within seven trading days after the approval is given, the Designated Person must pre-clear the transaction again.
- ii. The Designated Person and their immediate relatives 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. Provided that this restriction shall not be applicable for trades pursuant to exercise of Stock Options under the ESOP scheme of the Company.

- iii. 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.
- iv. In case where any contra trade be executed, inadvertently or otherwise, in violation of the restriction, the profit from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

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.

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, along with details of trading if any, by himself/herself.

11. CODE OF FAIR DISCLOSURE AND CONDUCT:

A. The Company,

- i. will 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.
- ii. will ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- iii. will designate any Senior Officer as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive

information.

- iv. will promptly disseminate unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- v. will give appropriate and fair responses to queries on news reports and requests for verification of market rumors by regulatory authorities.
- vi. will ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
- vii. will 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.
- viii. will ensure that all the unpublished price sensitive information is 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:

- i. 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.
- ii. 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.
- iii. Disclosures should be made in a timely manner.
- iv. Disclosure must be complete in all material respects and should not be misleading.
- v. Unfavourable Material Information must be disclosed as promptly and completely as favourable information.
- vi. 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 Managing Director and CFO of the Company.

The Managing Director 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 deem 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 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:

- i. 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.
- ii. Should not carry, read or discard Material Information in an exposed manner in public places.

- iii. Should not discuss Material Information with any other persons, except as required in performance of his or her duties.
- iv. 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
- v. Should not deal in the securities of the Company until the Material Information is publicly disclosed.

Pursuant to the Sub-Regulation 5 of Regulation 9(A) SEBI PIT Regulations, 2018 the Company on becoming aware of the leak of UPSI or in case of suspected leak of UPSI, shall initiate the appropriate inquiries as per the procedures given in the whistle-blower policy of the Company and inform the Board promptly of such leaks, inquiries, and results of such inquiries.

Further, the employees have the option to report instances of leak of UPSI through the whistle-blower mechanism available under the whistle-blower policy of the Company.

G. Legitimate Purpose:

Notwithstanding anything contained in this Code, a UPSI is deemed to be communicated, provided, allowed access to or procured for "Legitimate purpose", which shall mean sharing of UPSI in the ordinary course of business or on a need-to-know basis, where required in the interest of the Company.

- i. Legitimate Purpose shall inter alia include if the UPSI is shared in the ordinary course of business by an Insider on need to know basis, with promoters, partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditor, intermediaries, fiduciaries, insolvency professionals or other advisors or consultants.
- ii. if sharing of UPSI is not carried out to evade or circumvent the prohibitions of this Regulations.

In the following cases which are illustrative in nature, sharing of UPSI would be considered as legitimate purpose:

- i. As part of preparation of financial results, Audit Reports etc., for decision making process on fundraising, mergers, demergers, delisting, acquisitions etc., shall be treated as "legitimate purpose".
- ii. For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law.
- iii. As part of compliance with applicable laws, regulations, rules and requirements in India or overseas, including for the purposes of compliance with any stock exchange requirements.
- iv. Arising out of any contractual obligations or arrangement entered by the Company set forth in any contract, agreement, arrangement, settlement, understanding or undertaking.
- v. Arising out of business requirements, promotion of business and strategies.
- vi. Sharing of UPSI with promoters, its employees, advisors, consultants, intermediaries, fiduciaries etc. including for the purposes of valuation, fund raising, evaluating

acquisitions, disposals, products, business opportunities, consultation, approvals, transaction support, business strategy, analytics, technology upgradation, statutory consolidation requirements of the promoter or related customary disclosure obligations.

- vii. sharing the relevant UPSI by Company or promoters with persons engaged or involved in the processes leading to disclosure of events set out in Schedule III to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- viii. The above list is only illustrative, and it shall be the prerogative of the Managing Director to decide on whether sharing of UPSI is legitimate or not.

Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered as an "Insider" for the purpose of this Code and Regulations. Such Recipient shall have the obligation to maintain confidentiality of such UPSI in compliance with the Code and Regulations and the person who discloses such information shall have the responsibility of providing the Recipient with notice of its confidentiality obligations.

12. 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 result 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.

13. 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 CISO and/ or the Company Secretary in consultation with MD and CFO shall consider the

matter and content of the Company's response, such as confirming "no corporate development at this time".

14. 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.

15. 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.

16. 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 CRO and/ or Company Secretary, who in consultation with MD and CFO, shall consider the matter and take appropriate steps.

17. PROCEDURE FOR INQUIRY IN CASE OF CONTRAVENTION OF THIS CODE:

- a. Any Designated Persons who trade 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.
- b. In case it is observed by the Compliance Officer that there has been a violation of the Regulations by any person, he/she shall forthwith inform the Audit Committee of the Company about the violation.
- c. The penal action will be initiated on obtaining suitable directions from the Audit Committee. In addition to the penal action that may be taken by the Company pursuant to law, the concerned DP is also be subject to disciplinary action which in respect of an Employee may include wage freeze, suspension, recovery or termination of

employment.

- d. The Compliance Officer shall simultaneously inform the stock exchanges about such violation. The person, against whom information has been furnished by the Company/Compliance Officer to SEBI for violations of the Regulations/Code, shall provide all information and render necessary cooperation as may be required by the Company/Compliance Officer or SEBI in this connection.
- e. 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.

18. AMENDMENT:

The Board shall review this policy at least once a year and 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.

19. 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.