

# CODE OF CONDUCT

To Regulate, Monitor & Report Trading By Insiders

As approved by the Board of Directors in their meeting held on 29<sup>th</sup> May, 2015

**TOPIC INDEX**

<b>TOPIC</b>	<b>PAGE NO.</b>
<b>Introduction</b>	3
<b>Overview</b>	3
<b>Objective</b>	3
<b>Scope &amp; Applicability</b>	3
<b>Definitions</b>	4
<b>Restrictions on Communication &amp; Trading by Insiders</b>	7
<b>Trading Plan</b>	7
<b>Compliance Officer</b>	8
<b>Confidentiality of UPSI</b>	8
<b>Trading Window</b>	9
<b>Pre-clearance for Trading in Securities</b>	10
<b>Reporting requirements for Trading in Securities</b>	12
<b>Penalty for Contravention</b>	14
<b>Annexures</b>	15

## 1. Introduction:

The Securities and Exchange Board of India (SEBI), in its endeavour to protect the interests of investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 1992. These regulations were applicable to all companies whose Securities were listed on Indian stock exchanges. Pursuant to these Regulations, Info Edge adopted the "Info Edge Code of Conduct for Prevention of Insider Trading" on 2nd November 2006 as amended on 30th April 2010, on 20th October 2011 and last amended on 21<sup>st</sup> January, 2014.

To strengthen the existing regulatory framework for dealing with the insider trading in India, SEBI constituted a committee under the chairmanship of Justice N K Sodhi ("**Committee**"). The Committee, in December 2013, submitted its report recommending a new set of insider trading regulations. The recommendations of the committee were considered and approved by SEBI Board and accordingly, SEBI has amended the existing regulations. The amended regulations were notified in the Gazette and made effective from 15<sup>th</sup> May, 2015. These regulations are now called "Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015" (hereinafter referred to as "the Regulations").

## 2. Overview:

Insider trading means trading in Securities of a company by its Directors, Employees or other Insiders, based on the unpublished Price Sensitive Information which is not generally available to others. Such trading erodes the investors' confidence in the integrity of the management and is unhealthy for the capital markets.

The underlying principle behind Insider Trading is that aforesaid categories of persons owe a fiduciary duty to, among others, the shareholders of the Company and are expected to place the interest of the shareholders above their own and conduct their personal securities transactions in a manner that does not create any conflict of interest situation.

To that end in mind, an effective mechanism to regulate, monitor and report trading by Insiders in the Securities of the Company has been put in place to serve as a guiding charter for all concerned with the functioning of the Company and their dealings in Securities of the Company.

## 3. Objective:

This document embodies the Code of Conduct to regulate, monitor and report trading by Insiders as adopted by Info Edge for Prevention of Insider Trading. Further, it also seeks to ensure timely and adequate disclosure of Price Sensitive Information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company's Securities.

Additionally, It is mandatory in terms of the Regulations for every listed company/entity to formulate a Code of Conduct to regulate, monitor and report trading by Insiders for Prevention of Insider Trading. Thus, in order to comply with the mandatory requirement of the Regulations, it is necessary to formulate a specific Code of Conduct for the Company for use by its Directors, Officers and other Insiders.

## 4. Scope & Applicability:

This Code is applicable to the directors, officers, employees of Info Edge, affiliates of Info Edge who may at any time during the course of their employment or affiliation with the Company may be in possession of any unpublished price sensitive information. In a general sense, 'unpublished price sensitive information' would include information about a company which is not known to the general public and which an investor would take into consideration before making a decision to buy, sell, hold or otherwise deal in the securities of that company.

It is the duty of every director, officer, employee of Info Edge and affiliate of Info Edge who may at any time during the course of their employment or affiliation with the Company be in possession of any unpublished price sensitive information to safeguard the confidentiality of such information and ensure that the position and/or having knowledge of such information is not used for personal gain or benefit. Further, the aforesaid categories of persons are also prohibited to tip others by way of a recommendation for sale, purchase, retention of securities of a company when in possession of any such unpublished price sensitive information.

## 5. Definitions:

For the purpose of this Code of Conduct –

- 1.1 **“Act”** means the Securities and Exchange Board of India Act, 2015.
- 1.2 **“Board of Directors”** means the Board of Directors of Info Edge (India) Ltd.
- 1.3 **“Companies Act”** means the Companies Act, 2013 or any statutory modification thereof as may be applicable from time to time.
- 1.4 **“Compliance Officer”** means the Company Secretary or such other senior officer so designated and reporting to the Board of Directors:
  - (i) who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations; and
  - (ii) 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 regulationsunder the overall supervision of the Board of Directors of the Company.
- 1.5 **“Connected Person”** means:
  - i) any person who is or has, during the six months prior to the concerned act, been associated with a company, directly or indirectly, in any capacity including:
    - a) by reason of frequent communication with its officers; or
    - b) by being in any contractual, fiduciary or employment relationship with the company; or
    - c) by being a director, officer or an employee of the Company; or
    - d) holding 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 Act 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 Board; 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.

**1.6 “Designated Employee” means:**

- i) Employees comprising the top three tiers of the management of the Company, which presently comprises:
  - a) Managing Director(s)/Whole time Director(s),
  - b) Employees directly reporting to the person(s) mentioned in (a) above as decided by them;
  - c) Key Managerial Personnel.
- ii) Every Employee in the functional areas such as Finance, Accounts, Taxation, Corporate Communication & Secretarial at the level of WL-10 and above.
- iii) Executive Assistants of Managing Directors/Whole-time Directors; and
- iv) Any other employee as may be designated by the Compliance Officer in consultation with the Managing Director/Whole-time Director considering the objectives of the Regulations and the Code.

**1.7 “Designated Persons” means, collectively, the Director(s), the Connected Person(s) and the Designated Employee(s).**

**1.8 “Director(s)” means a member of the Board of Directors.**

**1.9 “Immediate Relative” means:**

- a) a spouse of a person;
- b) Parents;
- c) Siblings;
- d) Children, of such person or of the spouse

any of whom is either:

- a) dependent financially on such person; or
- b) consults such person in taking decisions relating to Trading in Securities.

Further, for the purposes of Clause 11 (Reporting Requirements for Transactions in Securities), the term Immediate Relatives will include any other person for whom such person takes trading decisions.

**1.10 “Insider” means any person who is:**

- a) a connected person; or
- b) in possession of or having access to unpublished price sensitive information;

**1.11 “Promoter” shall have the meaning assigned to it under the SEBI (ICDR) Regulations or any modification thereof.**

**1.12 “Securities” shall have the meaning assigned to it under Securities Contracts (Regulation) Act, 1956 or any modification thereof *except units of a mutual fund.***

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

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

**1.15 “Trading Window” means a period for trading in the Securities of the Company as specified by the Company from time to time.**

1.16 **“Unpublished Price Sensitive Information” (UPS)** means any information, relating to a Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of securities and shall, ordinarily including but not restricted to, information relating to the following:-

- (i). Financial results;
- (ii). Dividends;
- (iii). Changes in capital structure;
- (iv). Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v). Changes in Key Managerial Personnel; and
- (vi). Material events in accordance with the Listing agreement.

*Material events in accordance with the Listing Agreement include the following:*

- *Strikes, lock-outs, closure on account of power cuts, etc. both at the time of occurrence of the event and subsequently after the cessation of the event.*
- *Change in the general character or nature of business.*
- *Disruption of operations due to natural calamity.*
- *Commencement of Commercial Production/Commercial Operations.*
- *Developments with respect to pricing /realization arising out of change in the regulatory framework.*
- *Litigation/dispute with a material impact.*
- *Revision in Ratings.*
- *Any other information having bearing on the operation/performance of the company as well as price sensitive information, which includes but not restricted to;*
  - a) *Issue of any class of securities.*
  - b) *Acquisition, merger, de-merger, amalgamation, restructuring, scheme of arrangement, spin off or selling divisions of the company, etc.*
  - c) *Change in market lot of the company's shares, sub-division of equity shares of company.*
  - d) *Voluntary delisting by the company from the stock exchange(s).*
  - e) *Forfeiture of shares.*
  - f) *Any action, which will result in alteration in, the terms regarding redemption/cancellation/retirement in whole or in part of any securities issued by the company.*
  - g) *Information regarding opening, closing of status of ADR, GDR, or any other class of securities to be issued abroad.*
  - h) *Cancellation of dividend/rights/bonus, etc.*

Words and expressions used and not defined herein but defined in the SEBI Act, 2015, the SCRA, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

## 6. Restrictions on Communication & Trading by Insiders:

- 1) No Insider shall communicate, provide or allow access to any Unpublished Price Sensitive Information, relating to the Company or Securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 2) No Insider shall trade in Securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information except as provided in the Regulations including pursuant to a Trading Plan.

Provided that an Insider may Trade in Securities while in possession of any UPSI under the following circumstances:

- a) The transaction is an off-market inter-se transfer between Promoters who were in possession of same UPSI.
- b) The person possessing UPSI is different from the person Trading and such other person who is Trading was not in possession of UPSI at the time of Trading provided there are appropriate arrangements in place to ensure that the Regulations/Code is not violated and there is no evidence of such arrangements having been breached.
- c) The trades were executed pursuant to a Trading Plan.

## 7. Trading Plan:

An Insider who may be perpetually in possession of UPSI shall be entitled to formulate a trading plan for dealing in Securities of the Company 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.

7.1 The Trading Plan shall be subject to following conditions:

- (i). The trading on behalf of such Insider cannot be commenced earlier than six months from the public disclosure of the plan;
- (ii). No Trading is allowed between the 20<sup>th</sup> trading day prior to the last day of any financial period (Quarter or Annual) for which results are required to be announced by the Company and the second Trading day after the disclosure of such financial results;
- (iii). The Trading Plan shall be for a period of not less than 12 months and should not overlap with another trading plan already in existence;
- (iv). The Trading Plan shall either specify the value of trades to be effected or the number of securities to be traded along with the nature of the trade (i.e. acquisition or disposal) and the intervals at or dates on which such trades shall be effected; and
- (v). The Trading Plan should not be used as a device for trading in securities for market abuse like manipulating the timing of the release of UPSI to ensure that Trading under a Trading Plan becomes lucrative.

7.2 The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable him to make an assessment as to whether the Trading Plan would have any potential for violation of these Regulations and to monitor the implementation of the plan as per provisions of the Regulations.

7.3 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.

- 7.4 The implementation of the trading plan shall not be commenced, if at the time of formulation of the Plan, the Insider is in possession of any UPSI and the said UPSI has not become generally available at the time of the commencement of implementation of the Plan. The commencement of the Plan shall be deferred until such UPSI becomes generally available information.
- 7.5 The Insider shall also not be allowed to Trade in Securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.
- 7.6 Upon approval of the Trading Plan, the Compliance Officer shall notify the plan to the Stock Exchanges on which the securities are listed.

## 8. Compliance Officer:

- 1) The Compliance Officer shall act as the focal point for dealings with SEBI in connection with all matters relating to the compliance and effective implementation of the Regulations and this Code.
- 2) The Compliance Officer shall be responsible for:
  - (a) setting forth policies.
  - (b) prescribing procedures for various activities referred to in the Code.
  - (c) monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information.
  - (d) grant of pre-clearance approvals to the Designated Persons & their immediate relatives for Trading and monitoring of such Trading in Securities.
  - (e) Implementation of this Code under the overall supervision of the Board of Directors.
- 3) The Compliance Officer shall maintain a record (either in physical form or in electronic form) of the Designated Persons and their Immediate Relatives (**Annexure 1**) and changes thereto from time-to-time.
- 4) The Compliance Officer shall assist all the Designated Persons and all other employees in addressing any clarifications regarding the Regulations and this Code.
- 5) The Compliance Officer shall place status reports before the Audit Committee on a quarterly basis, detailing Trading in the Securities by the Designated Persons and their Immediate Relatives along with the documents that such persons had executed in accordance with the pre-clearance procedure prescribed under the Code.

## 8. Confidentiality of UPSI:

### 8.1 Preservation of UPSI

- 1) The Designated Persons and all other Employees of the Company shall maintain the confidentiality of all UPSI coming into their knowledge, possession or control.
- 2) To comply with this confidentiality obligation, the Designated Persons and all other Employees shall not:
  - a. Communicate, provide or allow access to any UPSI relating to the Company or its Securities to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
  - b. disclose UPSI to their Immediate Relatives, other family members, friends, business associates or any other individual;
  - c. discuss UPSI in public places;
  - d. recommend to anyone that they may undertake Trading in Securities of any company while being in possession, control or knowledge of PSI pertaining to such company.

## 8.2 Need to Know

- 1) The Designated Persons and other Employees who are privy to UPSI, shall handle the same strictly on a "Need to Know" basis. This means the UPSI shall be communicated, provided or allowed access to only those persons including other Insiders within the Company who need to know the same in furtherance of legitimate purposes, performance of duties or discharge of legal obligations and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.
- 2) All UPSI directly received or disclosed (without prior authorization or outside the scope of their duties) by any Employee shall be immediately reported to the respective Head of the Department or the Compliance Officer.

## 8.3 Limited Access to Confidential Information

The Designated Persons and other Employees who are privy to confidential information shall, in preserving the confidentiality of information, and to prevent its wrongful dissemination, adopt among others, the following safeguards:

- (a) Files containing confidential information shall be kept secured.
- (b) Computer must have adequate security of login through a password.
- (c) Follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time-to-time in consultation with the person in charge of the information technology operations of the Company.

## 9. Trading Window:

The Compliance Officer may, in consultation with the Managing Director/Whole-time Director(s), on the basis of his judgment as to the existence or non-existence, as the case may be, of any UPSI, designate the Trading Window as "Closed" or "Open". The Trading Window shall be designated as "Closed" during the existence of any UPSI for all Designated Persons or any class of Designated Persons who can reasonably be expected to have possession of UPSI. Immediately, upon the Trading Window being designated as "Closed" or "Open", the Compliance Officer shall communicate the same to the Designated Persons or Class of Designated Persons. The reason for designating the Trading Window as "Closed" may not be disclosed by the Compliance Officer in such communication.

9.1 The Trading Window for Trading in Securities of the Company shall be designated as "Closed" for the following purposes:

- a) Declaration of financial results (quarterly, half-yearly and annual);
- b) Declaration of dividends (interim and final);
- c) Issue of Securities by way of public/rights/bonus etc.;
- d) Any major expansion plans or execution of new projects;
- e) Amalgamation, mergers, takeovers and buy-back;
- f) Disposal of whole or substantially the whole of the undertaking;
- g) Any significant changes in policies, plans or operations of the Company; and
- h) Any other purpose as may be deemed fit by the Compliance Officer in consultation with Managing Director/Whole-time Director(s).

The duration for the Trading Window closure would be as stipulated in (**Annexure-2**), attached hereto and for events not specifically prescribed as determined by the Compliance Officer in consultation with the Managing Director/Whole-time Director(s).

9.2 The Trading Window shall be designated as "Opened" 48 (Forty Eight) hours after the information referred

to in Clause 9.1 is made generally available to public. The Compliance Officer may determine any other period to designate the Trading Window as “Opened” which may extend beyond 48 hours.

- 9.3 All the Designated Persons and their Immediate Relatives shall strictly conduct all their dealings in the Securities of the Company only when the Trading Window is designated as “Open” and shall not trade in the Securities of the Company during the period when the Trading Window is designated as “Closed” or during any other similar period as may be specified by the Compliance Officer from time-to-time.

It may be noted that the provisions relating to Trading Window shall also be applicable and be followed by 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.

- 9.4 In respect of ESOPs, Employees and Directors may exercise the Options when the Trading Window is designated as “Closed”. However, they shall not sell the shares transferred to such Employees and Directors pursuant to the exercise of the Options for a period of 30 days or till the time Trading Window is designated as “Open” whichever is later.

## 10. Pre-clearance for trading in Securities:

### 10.1 Applicability

Every Designated Person who intends to deal in the Securities of the Company, if the number of Securities intended for transaction has a market value in excess of Rs. 5,00,000 in a single transaction or a series of transactions over any calendar week, shall obtain a Pre-Clearance approval (“Pre-Clearance Approval”) for the proposed transaction as per the procedure prescribed hereunder.

The requirement of obtaining Pre-Clearance Approval will also be applicable where the Designated Person intends to pledge the shares of the Company as a collateral security for any purpose including but not limited to loans & guarantee.

**NO DESIGNATED PERSON SHALL APPLY FOR PRE-CLEARANCE OF ANY PROPOSED TRADE IF HE/SHE IS IN POSSESSION OF UPSI, EVE IF TRADING WINDOW IS NOT CLOSED.**

### 10.2 Pre-Clearance Procedure

For the purpose of obtaining a Pre-Clearance Approval as aforesaid, the concerned Designated Person shall make an application in the prescribed form (**Annexure 3**) to the Compliance Officer (“Pre-Clearance Application”). The Pre-Clearance Application should be complete and correct in all respects and should be accompanied by such undertakings (**Annexure 4**) declarations & other documents/papers as may be prescribed by the Compliance Officer from time-to-time.

The Pre-Clearance Application with the necessary enclosures must necessarily be sent by the Designated Person through the official electronic mail of the Company and thereafter hard copies of such Pre-Clearance Application must also be sent to the Compliance Officer.

### 10.3 Pre-Clearance Approval

(a) The Compliance Officer shall consider the Pre-Clearance Application made pursuant to Clause 10.2 and shall communicate his approval (“**Pre-Clearance Approval**”) or rejection of such Pre-Clearance Application within one (1) working day from the date of receipt of the same. The Compliance Officer shall follow the approval & appeal matrix (**Annexure 5**) for granting Pre-Clearance Approval. The final decision of the Compliance Officer in respect of the Pre-Clearance Application would be conveyed through the official electronic mail of the Company.

(b) Every Pre-Clearance Approval shall be issued by the Compliance Officer substantially in such format as set forth in (**Annexure 5A**) or such other format as may be prescribed by the Company from time

to time. Every Pre-Clearance Approval shall be dated and shall be valid for a period of 7 (seven) Trading Days from the date of Pre-Clearance Approval ("**Validity Period**").

#### 10.4 Completion of Pre-cleared Trading

- (a) All the Designated Persons shall ensure that they complete the execution of every transaction for which a Pre-Clearance Approval was sought from the Compliance Officer ("**Approved Deal**") no later than 7 (seven) Trading Days from the date of the Pre-Clearance Approval. The Designated Person shall file within 2 (two) days of the execution of the Approved Deal, the details of such Approved Deal, with the Compliance Officer in the prescribed form (**Annexure 6**). In the event the Designated Person does not undertake the Approved Deal, a written report to that effect shall also be required to be filed.
- (b) If an Approved Deal is not executed by the concerned Designated Person within the Validity Period, the said Designated Person shall not Trade in Securities of the Company without seeking the approval of the Compliance Officer pursuant to Clause 10.2.

#### 10.5 Holding Period

- (a) **All the Designated Persons who buy or sell any number of securities of the Company shall not enter into an opposite transaction i.e. sell or buy any number of securities during the next six months following the prior transaction. All the Designated Persons shall also not take positions in derivative transactions, if available, in the shares of the Company at any time.**

In the case of subscription in the primary market (initial public offers), the Designated Persons shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted. For avoidance of doubt, it is hereby clarified that in addition to the aforesaid holding period, Designated Persons shall be required to comply with the lock-in period restrictions as provided under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, wherever applicable.

**IT MAY BE NOTED THAT 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 SEBI FOR CREDIT TO INVESTOR PROTECTION AND EDUCATION FUND SET UP BY SEBI.**

- (b) In case the sale of Securities of the Company is necessitated due to personal emergency situations, the holding period referred to in Clause 10.5(a) above may be waived by the Compliance Officer, in consultation with the Chairman of the Audit Committee/Board, as the case may be, after recording the reasons in this regard.

An illustrative list of personal emergency situations where, this requirement of holding period may be waived is as under:

- (i). to pay expenses incurred/to be incurred in connection with any serious or prolonged illness or education of the Designated Person and/or Immediate Relatives;
- (ii). to pay for the overseas travel for reasons of health or education of the Designated Person and/or Immediate Relatives;
- (iii). to pay obligatory expenses which by customary usage are to be incurred in connection with marriages or other ceremonies of Designated Person and/or Immediate Relatives;
- (iv). to meet the cost of plot or construction of a house or flat or to make any payment towards the allotment of plot or flat by any Urban Development Authority or a State Housing Board or a House Building Co-operative Society to be used by Designated Person for his/her own residence;

**Procedure:**

For the purpose of obtaining any such approval, the concerned Designated Person shall make an application in the prescribed form as per **Annexure 13**, to the Compliance officer. The Compliance Officer shall consider the application made as above and shall communicate his approval or rejection forthwith and shall not withhold it unreasonably (**Annexure 14**).

It may however, be noted that in terms of the Regulations, no such sale will be permitted when the Trading Window is closed.

**10.6 Advice Regarding Pre-Clearance**

In case of doubt as to whether the Designated Person should make a Pre-Clearance Application to the Compliance Officer, the Designated Person shall refer and confirm with the Compliance Officer whether the provisions relating to Pre-Clearance Application would be applicable to any transaction proposed to be undertaken by him in the Company's Securities. The Designated Person shall Deal in Securities in accordance with such decision of the Compliance Officer pursuant to this Clause 10.6.

**11. Reporting requirements for transactions in Securities:**

All Designated Persons trading in the Securities of the Company will have to forward details of their transactions including the details of their Immediate Relatives and transactions in the Securities (including trading in derivatives of Securities, if any) of the Company done by them to the Compliance Officer in the following manner:-

**11.1 Initial Disclosures:**

S. No.	By whom	To whom	Particulars of disclosure	Time of disclosure	Form of disclosure as per Annexure
1.	<ul style="list-style-type: none"> <li>- Promoter</li> <li>- Designated Employee</li> <li>- Director</li> </ul>	The Company	Disclosure about holding of Securities of the Company as on the date of SEBI (PIT) Regulations, 2015 becoming effective.	Within 30 days	Annexure 7
2.	<ul style="list-style-type: none"> <li>- Promoter</li> <li>- Designated Employee</li> <li>- Director</li> </ul>	The Company	Disclosure about holding of Securities of the Company as on the date of being designated/appointed as Designated Employee/Director or becoming Promoter.	Within 7 days of such appointment/ becoming Promoter	Annexure 8 and Annexure 8A.

**11.2 Continual Disclosures:**

S. No.	By whom	To whom	Particulars of disclosure	Time of disclosure	Form of disclosure as per Annexure
1.	Every Designated Person	The Company	Disclosure about number of securities acquired or disposed of, if the value of Securities Traded, whether in one transaction or a series of transactions over any calendar quarter aggregates to a traded value in excess of <b>Rs.10 lacs.</b>	Within 2 Trading days of such Transaction	Annexure 9

### 11.3 Disclosure to Stock Exchanges:

S. No.	By whom	To whom	Particulars of disclosure	Time of disclosure	Form of disclosure as per Annexure
1.	The Company	The Stock Exchanges	Disclosure about trading by Designated Persons beyond the threshold limit of Rs.10 lacs.	Within 2 Trading days of receipt of disclosure from Designated Person or <b><i>becoming aware of such information.</i></b>	Annexure 10

### 11.4 Quarterly/Annual Disclosure:

S. No.	By whom	To whom	Particulars of disclosure	Time of disclosure	Form of disclosure
1.	Every Designated Person	Compliance Officer	Quarterly Statement of any transactions in the Securities of the Company, whether pre-clearance of trade was obtained or not.	Within 15 days of the end of each quarter.	Annexure 11

2.	Every Designated Person	Compliance Officer	Annual statement of all the Securities of the Company held.	Within 30 days of the end of 31st March, every year.	Annexure 12
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#### 11.5 Records of disclosures received by the Company:

The Company shall maintain records of all the above disclosures in an appropriate form for a minimum period of 5 (five) years from the date of the filing thereof.

The Compliance Officer shall place status reports before the Audit Committee, detailing dealings in the Securities by the Designated Persons along with the documents that such persons had executed in accordance with the pre-clearance procedure prescribed under the Code on a quarterly basis.

## 12. Penalty for contravention:

- 9.1 Every Designated Person and other Employee shall be individually responsible for complying with the provisions of the Regulations and this Code (including to the extent the provisions hereof are applicable to his/her Immediate Relatives).
- 9.2 Every Designated Person and other Employee who violate this Code shall, in addition to any other penal action that may be taken pursuant to law, also be subject to disciplinary action by the Company after giving reasonable opportunity to them to show-cause. The disciplinary action by the Company may include salary freeze, suspension, in-eligibility for future participation in ESOP or termination of employment.
- 9.3 Action taken by the Company for violation of the Regulations and the Code against any such Designated Person and other Employee will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.
- 9.4 Under Section 15G of the Securities and Exchange Board of India Act, 2015, any insider who indulges in insider trading in contravention of the Regulations, is liable to a penalty not exceeding Rs. 25 crores or three times the amount of profits made out of insider trading, whichever is higher. Under Section 24 of the Securities and Exchange Board of India Act, 2015, anyone who contravenes the Regulations is punishable with imprisonment for a maximum period of ten (10) years or with fine extending upto Rs.25 crores or both.
- 9.5 In case it is observed by the Compliance Officer that there has been a violation of the Regulations by any Designated Person/other Employees, he shall forthwith inform the Audit Committee Chairman of the Company about the violation. Necessary action will be initiated on obtaining suitable directions from the Audit Committee Chairman. The Compliance Officer shall simultaneously inform SEBI about such violation.
- 9.6 The Designated 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 co-operation as may be required by the Company/Compliance Officer or SEBI in this connection.

