



**OPTIMUS FINANCE LIMITED**

**CIN: L65910GJ1991PLC015044**

**Registered Office:** 504A, OZONE, Dr. Vikram Sarabhai Marg, Vadi-Wadi, Vadodara-390 003

**Tel No.:** +91 – 265 – 2325321;

**Email:** [optimusfinance@yahoo.com](mailto:optimusfinance@yahoo.com); **Website:** [www.optimusfianance.in](http://www.optimusfianance.in)

# **CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**

## CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

### 1. TITLE

This code shall be called Optimus Finance Limited Code of Conduct for Prevention of Insider Trading and will be applicable from 1<sup>st</sup> of April, 2019.

### 2. INTRODUCTION

SEBI (Prohibition of Insider Trading) Regulations, 2015 shall come into force on 15<sup>th</sup> May, 2015 in accordance with which this code is amended. The code has further amended in accordance with the Notification on 31<sup>st</sup> December, 2018.

### 3. THE POLICY AND OBLIGATIONS

The Company endeavors 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, designated person of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. No director, officer, designated person may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

To achieve these objectives, Optimus Finance Limited (herein after referred to as "the Company") hereby notifies that this code of conduct is to be followed by all directors, officers, designated person and connected persons.

### 4. IMPORTANT CONCEPT AND DEFINITION:

4.1 "**Act**" means the Securities and Exchange Board of India Act, 1992.

4.2 "**Board**" means the Board of Directors of the Company.

4.3 "**Code**" or "**Code of Conduct**" shall mean the Code of Regulating, Monitoring and Reporting of trading by insiders of Optimus Finance Limited as amended from time to time.

4.4 "**Company**" means Optimus Finance Limited.

4.5 "**Compliance Officer**" means Company Secretary or such other senior officer, who is financially literate (i.e. Having ability to understand basic financial statements) and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors 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.

4.6 “**Connected Person**” means:

(i) any person who is or has, during the six months prior to the date of this code become effective, 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 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 recognized 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.

4.7 “**Dealing in Securities**” means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

4.8 **Designated Employee(s)** shall include:

(i) Every employee at the managerial level and above,

(ii) Every Executive Secretary / Executive Assistant to every employee at the managerial level & above.

(iii) Every employee in the finance department, accounts department, internal audit & control assurance department and legal & secretarial department,

(iv) Such other employee as may be specified by the Compliance Officer to be a designated employee, keeping in mind the objective of this code of conduct.

4.9 "**Director**" means a person inducted on the Company's Board as a Director.

4.10 "**Employee**" means every employee of the Company including the Directors in the employment of the Company.

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

4.12 "**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

4.13 "**Insider**" means any person who,

(i) a connected person; or

(ii) in possession of or having access to unpublished price sensitive information including a person having access to such information by virtue of a legitimate purpose as described under Clause 6.1 of this Code.

4.14 "**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:

4.15 "**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;

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

4.17 "**Trading Day**" means a day on which the recognized stock exchanges are open for trading;

4.18 "**Unpublished Price Sensitive Information**" means:

(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; and

(v) Changes in key managerial personnel

4.19 “**Regulations**” shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

#### **5. COMPLIANCE OFFICER:**

5.1 The Company Secretary appointed by the Board of Directors or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated by and report to the Board of Directors.

5.2 The Compliance Officer 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.

5.3 The Compliance Officer 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 be stipulated by the Board of Directors.

5.4 The Compliance Officer shall assist all insiders in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company’s Internal Code of Conduct, whenever required.

#### **6. PRESERVATION OF “PRICE SENSITIVE INFORMATION”:**

6.1 All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

Explanation: For the purpose of above Clause, legitimate purpose shall mean sharing of information by the Company with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants in its ordinary course of business.

6.2 The Company shall however, in no circumstances share information solely for the purpose of evading the compliances of these regulations or circumventing the prohibitions of these regulations.

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

- 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; or

- not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

However, 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 and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

#### 6.4 Need to Know:

(i) "need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

(ii) All non-public information directly received by any employee should immediately be reported to the head of the department.

#### 6.5 Limited access to confidential information:

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

#### 6.6 Digital database of information

The board of directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation 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.

### 7. PREVENTION OF MISUSE OF "UNPUBLISHED PRICE SENSITIVE INFORMATION":

Employees and connected persons designated on the basis of their functional role ("**designated employees**") in the Company shall be governed by an internal code of conduct governing dealing in securities.

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:

Provided that the insider may prove his innocence by demonstrating the circumstances including the following: –

(i) the transaction is an off-market *inter-se* transfer between Insiders who were in possession of the same unpublished price sensitive information without being in breach of regulation and both parties had made a conscious and informed trade decision and that the Insiders have disclosed the same to the Company as specified in Clause 12.6 of this Code;

(ii) the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of regulation and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained by either person under sub-regulation (3) of regulation 3 of these regulations.

(iii) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

(iv) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.”

(v) in the case of non-individual insiders: –

a. the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and

b. appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

(vi) the trades were pursuant to a trading plan set up in accordance with Clause 8.

**NOTE:** *When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession. The reasons for which he trades or the purposes to which he applies the proceeds of the transactions are not intended to be relevant for determining whether a person has violated the regulation. He traded when in possession of unpublished price sensitive information is what would need to be demonstrated at the outset to bring a charge. Once this is established, it would be open to the insider to prove his innocence by demonstrating the circumstances mentioned in the proviso, failing which he would have violated the prohibition.*

In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the SEBI.

## 8. TRADING PLAN

### 8.1 Trading Plan:

An insider shall 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.

### 8.2 Trading Plan shall:

- (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- (ii) 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;
- (iii) entail trading for a period of not less than twelve months;
- (iv) not entail overlap of any period for which another trading plan is already in existence;
- (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- (vi) not entail trading in securities for market abuse.

8.3 The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, the Compliance officer shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

8.4 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 at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal 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.



8.5 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

## **9. TRADING WINDOW:**

9.1 The Compliance Officer shall intimate the closure of trading window to all the designated employees 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. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

9.2 The trading window can be closed 7 days prior to the event when the information specified in Para 4.18 above is being considered. The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.

9.3 The Trading Window Open and Close dates shall be advised by the Compliance Officer through the Company Intranet. In addition, the Company may from time to time notify any other event and any other period for closing of trading window.

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

9.5 Trading Window norms shall however not be applicable for trades carried out in accordance with the approved Trading Plan.

## **10. PRE-CLEARANCE OF TRADE:**

10.1 All Designated Employees and their immediate relatives, who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trades is Rs. 10 Lacs and above should pre-clear the transaction. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed. The pre-dealing procedure shall be hereunder:

(i) An application may be made in the prescribed **Form A** to the Compliance officer indicating the estimated number of securities that the Designated Employee intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.

(ii) An undertaking (included in Form A) shall be executed in favour of the Company by such Designated Employee incorporating, *inter alia*, the following clauses, as may be applicable:

(a) That the employee/director/officer does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.

(b) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.

(c) That he/she has made a full and true disclosure in the matter.

(iii) In case the Designated Employee has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.

(iv) All Designated Employees and their immediate relatives shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. The Designated Employee shall file within two trading days of the execution of the deal, 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 Rs.10,00,000/- (Rupees Ten Lakhs) in the prescribed Form D. In case the transaction is not undertaken, a report to that effect shall be filed.

(v) If the order is not executed within one week after the approval is given, the employee/director must pre-clear the transaction again.

(vi) All Designated Employees who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Designated Employees shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any 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 Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

However restriction on contra trade shall not be applicable in case of trades carried out in accordance with the approved Trading Plan.

In case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

(vii) Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

(viii) The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

## **11. OTHER RESTRICTIONS:**

11.1 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.

11.2 The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.

11.3 The disclosures made under this Code shall be maintained for a period of five years.

## **12. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:**

### **Initial Disclosure:**

12.1 Every promoter (including member of promoter group)/ Key Managerial Personnel/ Director / Designated Employees (including their immediate relatives) of the Company, within thirty days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of immediate relatives to the Company.

12.2 Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter (including member of promoter group) shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter in the prescribed **Form B**.

### **Annual Disclosures of Shareholdings in the Company:**

12.3 Every promoter (including member of promoter group), Designated Employees (including their immediate relatives) and Director (including their immediate relatives) of the Company are required to disclose Shares and Voting Rights held in the Company (including Shares held by immediate relatives) as at 31st March of each year. This information is required to be furnished by 30th April of each year.

### **Continual Disclosure:**

12.4 Every promoter (including member of promoter group), Designated Employees (including their immediate relatives) and Director (including their immediate relatives) of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs.10,00,000/- (Rupees Ten Lakhs) in the prescribed **Form C**.

12.5 Every Connected Person of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs.10,00,000/- (Rupees Ten Lakhs) in the prescribed **Form D**.

The disclosure shall be made within 2 working days of:

- (a) The receipt of intimation of allotment of shares, or
- (b) The acquisition or sale of shares or voting rights, as the case may be.

### **Disclosure of off market transactions:**

12.6 Off-market trades as referred to in Clause 7 shall be reported by the insiders to the company within two working days.

### **13. DISCLOSURE BY THE COMPANY TO THE STOCK EXCHANGE(S):**

13.1 Within 2 trading days of the receipt of intimation under Clause 12.4 and 12.6, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

13.2 The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

### **14. DISSEMINATION OF PRICE SENSITIVE INFORMATION:**

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

14.2 Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors:

- Only public information to be provided.
- At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

### **15. MISCELLANEOUS**

15.1 The Board of Directors or such other analogous authority as appointed by the Board shall in consultation with the compliance officer specify the designated persons to be covered by the code on the basis of their role and function and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation.

15.2 The Board of Directors shall frame such internal control systems as may be required to overview the compliance of this Code from time to time.

15.3 The Employees of the Company can follow the existing Whistle Blower Policy of the Company to register a complaint for contravention to the Code of Conduct & any violation of SEBI (Prohibition on Insider Trading), Regulations, 2015.

## **16. PENALTY FOR CONTRAVENTION OF THE CODE:**

16.1 Every Insider shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).

16.2 Any Insider who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.

16.3 Insider who violates the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, suspension termination, etc. Such disciplinary action by the Company shall not preclude SEBI from taking any action for violation of SEBI (Prohibition on Insider Trading), Regulations, 2015 or any other applicable laws / rules/ regulations.

16.4 The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended.

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## **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information:**

The Securities and Exchange Board of India (“SEBI” or “the Board”) vide Notification No. No. LADNRO/GN/2014-15/21/85 has issued SEBI (Prohibition of Insider Trading) Regulations, 2015 which come into effect from May 15<sup>th</sup>, 2015 and further amended in accordance with the Notification on 31<sup>st</sup> December, 2018 and 21<sup>st</sup> of January, 2019.

Pursuant to Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company is to frame Code of Practices and Procedures to ensure fair disclosure of unpublished price sensitive information. Therefore, the Company has prepared the Code of Practices and Procedures to ensure fair disclosure of unpublished price sensitive information as under which is in line with the model code given under ‘Schedule A’ of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

This revised code shall be applicable from 1<sup>st</sup> of April, 2019.

1. The Company 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.
2. The Company will make uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. The Compliance Officer / Company Secretary appointed under the Regulations shall act as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Company will make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. The Company will ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
7. The Company will develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. The Company will ensure handling of all unpublished price sensitive information on a need-to-know basis.
9. The following guidelines shall be followed while dealing with analysts and institutional investors:
  - (i) only public information to be provided; and

(ii) at least 2 (two) Company representatives must be present at meetings with analysts, media persons and institutional investors.

#### Policy for determination of "Legitimate purposes"

The sharing of UPSI shall be deemed to be for "Legitimate Purpose" if it satisfies the following criteria:

(i) The 'Legitimate purpose' shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.

(ii) The information shall be shared with any person on 'need to know' basis.

(iii) Insiders shall share the UPSI with the external agencies only in the interest of the Company and/or in compliance with the requirements of the law.

(iv) Sharing of information may be construed as insider trading even while it is in pursuit of compliances required or business interests of the Company in appropriate circumstances. The person who has the UPSI should ideally recuse himself from assigned task of the sharing the UPSI with third parties in such doubtful cases to avoid any adverse inferences in this regard.

(v) Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an "Insider" and due notice shall be given to such person to maintain confidentiality of UPSI in compliance with the Regulations. The Compliance Officer shall ensure that such third party with whom the UPSI is shared, is also bound by non-disclosure or confidentiality agreements and the liabilities involved which shall mention the duties and responsibilities of such person with respect to such UPSI and the liabilities involved if such person misuses or uses such UPSI in breach of the Code or Regulations.

10. The Company shall enter the details of the person/s or entity/ies with whom UPSI is shared pursuant to the legitimate purpose in the Structured Digital database which shall include 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 to ensure non-tampering of the database.

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