

Document Version controller

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IIFL Finance Limited and its Subsidiaries and Associate Companies

Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015 {as amended w.e.f. November 03, 2020}

Introduction:

The Securities and Exchange Board of India has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**SEBI Regulations**”), which came into force on 15th May, 2015 and governs the law relating to insider trading of listed entities in India.

IIFL Finance Limited (“**IIFL/Company**”) believes in adhering to the highest standards of transparency and fairness in dealing with all stakeholders and aims to institutionalize strong governance processes to ensure that no employees including Designated Persons and Insiders uses his or her position, with or without the knowledge of the Company, for personal benefit, or to provide benefits to any third party.

This Code has been prepared by adopting the standards set out in of the SEBI Regulations, as amended from time to time, in order to regulate, monitor and report trading by its Promoters & Promoters Group/ Directors/ employees including Designated Persons and Insiders towards achieving compliance with the Regulations.

The Standards of Code of Conduct for employees including Designated Persons and insiders set forth herein constitute the body of rules and principles, which are to be followed in letter and spirit by each and every employee including Designated Persons and Insiders in order to maintain highest standards of integrity, compliance, trust and confidence of the public, and good reputation of the Company.

1. Applicability:

This Code shall apply to all Insiders and Designated Persons.

As IIFL Group entities through its separate subsidiaries/businesses are engaged in various regulated financial services businesses in India and globally, independently servicing their respective clients through broking, Depository Participant, Portfolio Management Services, Asset Management/Investment Management of Mutual Funds, Alternative Investment Funds, Venture Capital Funds, FPI /FII / Offshore Funds, Wealth Management activities, Advisory, Distribution, Trustee Services etc. through their separate set of staff/professionals and requirements under the respective Regulations. The trading/investment restrictions with regard to dealing in IIFL Finance Limited or other IIFL Group Securities shall not be applicable to such third party client centric activities/services rendered by such Group entities in their normal course of business. However, the restrictions/set process on dealing in IIFL Finance Limited or IIFL Group Securities shall apply to the IIFL Group entities for their proprietary account dealings and IIFL Group employee’s trades as per this Code and it should be complied with by all.

2. Definitions:

In this Code, unless the context otherwise requires, the following words, expressions and derivations therefore shall have the meanings assigned to them as under:–

- (a) “Act” means the Securities and Exchange Board of India Act, 1992 (15 of 1992);
- (b) “Associate” shall have the same meaning as assigned to the expression “associate company” under the Companies Act, 2013.
- (c) “Board” means the Securities and Exchange Board of India;
- (d) “Compliance Officer” means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be;

Explanation – For the purpose of this regulation, “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows;

- (e) "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 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 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 a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;
- (f) “Designated Persons” means the following persons :
- (i) Managing Director(s)/Whole Time Director(s)/ Chief Executive Officer/Manager/Key Managerial Personnel appointed as such in terms of Companies Act, 2013 and Employee upto two level below of the above of the Company and its Material Subsidiary(ies);
 - (ii) Promoter and Promoter Group
 - (iii) Employees in the Grade of Vice President and above;
 - (iv) Employees of grade manager and above of the LAS and Margin Funding department;
 - (v) Employees of Finance, Treasury, Accounts, Legal, Secretarial and Compliance departments and Information Technology
 - (vi) Executive assistants and Secretaries of Chairman, Managing Director, Whole Time Directors and KMP
 - (vii) Immediate Relatives of all the above persons
- (g) "Generally Available Information" means information that is accessible to the public on a non-discriminatory basis;
- (h) “Immediate Relative” means:

- ◆ 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;
- (i) "Insider" means any person who is:
- i) a connected person; or
 - ii) in possession of or having access to Unpublished Price Sensitive Information ("UPSI");
- (j) "Investor Protection and Education Fund" means the Investor Protection and Education Fund created by the Board under section 11 of the Act
- (k) "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 these regulations.
- (l) "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;
- (m) "Promoter Group" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- (n) "Proposed to be Listed" shall include securities of an unlisted company:
- (i) if such unlisted company has filed offer documents or other documents, as the case may be, with the Board, stock exchange(s) or registrar of companies in connection with the listing; or
 - (ii) if such unlisted company is getting listed pursuant to any merger or amalgamation and has filed a copy of such scheme of merger or amalgamation under the Companies Act, 2013;
- (o) "Regulations" or SEBI Regulation shall mean SEBI (Prohibition of Insider Trading) Regulations, 2015 (including any amendments thereof);

- (p) "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof which includes commodity derivatives except units of a Mutual Fund and ETF;
- (q) "Specified" means specified by the Board in writing;
- (r) "Subsidiary/ Subsidiaries" shall have the meaning assigned to the expression "subsidiary company" / "subsidiary" under the Companies Act, 2013, as amended;
- (s) "Takeover Regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- (t) "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly ;
- (u) "Trading Day" means a day on which the recognized stock exchanges are open for trading;
- (v) "Unpublished Price Sensitive Information or UPSI" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
 - (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
 - (v) changes in key managerial personnel

3. Compliance Officer

- 3.1. The Company has appointed Company Secretary of the Company as the Compliance Officer(s) for the purpose of this code, who shall report to the Chairperson and Managing Director of the respective Company
- 3.2. The aforesaid Compliance Officer (hereinafter referred to as "CO") shall be responsible for:
 - a. Compliance of policies, procedures.

- b. Maintenance of records including the identifying and maintaining of record of the designated Persons or any changes therein in consultation with the Human Resource department of the Company.
- c. Monitoring adherence to the rules for preservation of unpublished price sensitive information, pre-clearance of trades of Designated Persons, monitoring of the trades and implementation of the Code of Conduct under the overall supervision of the Board of Directors in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairperson of the board of directors on yearly basis.
- d. Assisting all the employees in addressing any clarifications regarding SEBI (Prohibition of Insider Trading) Regulations, 2015 or any amendment thereof and the Code of Conduct.

The Compliance Officer can delegate all or any of the above to any officer/employees of the Company.

3.3 The HR Department of the Company shall ensure the following:

- a. Provide updated list of Designated Persons to the Compliance Officer from time to time.
- b. Obtain initial disclosures from the Designated Persons.
- c. Train and provide a comprehensive presentations to the Designated person and other employees with respect to their obligations and responsibilities under the Code

3A. Chief Investor Relations Officer

The Company has appointed the Company Secretary of IIFL Finance Limited as Chief Investor Relations Officer to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information with respect to IIFL Finance Limited.

4. Communication or procurement of unpublished price sensitive information

4.1 No employee or 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.

Every employee or insider is expected to handle Unpublished Price Sensitive Information with care and deal with such information strictly on a "need to know" basis, i.e. unpublished price sensitive information should be disclosed only to those within the Company who need the information to discharge their duties and whose possession of such information shall not give rise to a conflict of interest or appearance of misuse of the information.

Every employee or insider shall keep files containing confidential information secured. Computer files shall have adequate security of login and password, etc.

- 4.2 A policy for determination of “legitimate purposes” forms part of “Codes of Fair Disclosure and Conduct”
- 4.3 No person shall unlawfully procure from or cause the communication by any insider of unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed. Inducement and procurement of unpublished price sensitive information not in furtherance of one’s legitimate duties and discharge of obligations shall be considered as illegal and the employee or the insider shall be liable for disciplinary action as per the policies of the Company.
- 4.4 Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.
- 4.5 The agreements entered into involve sharing of UPSI should have a “confidentiality clause” or else a separate Non-Disclosure Agreement shall be executed with parties to safeguard the disclosure of UPSI.
- 4.6 Notwithstanding anything contained in this regulation, an unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction only in the following instances which would:–
- a. entail an obligation to make an open offer under the takeover regulations where the board of directors of the Company is of informed opinion that the sharing of the information is in the best interests of the Company;
 - b. not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the Company is of informed opinion that the sharing of the information is in the best interests of the Company and the board of directors shall cause public disclosures of such information so as to rule out any information asymmetry in the market at least two trading days prior to the proposed transaction being effected in such form as they may determine.
- 4.7 The Company to maintain the structured digital database containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the name of such persons 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 not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

4.8 The Company shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

5. Procedure for enquiry in case of Leakage or suspected leakage of UPSI

- 5.1. Any instance of leakage of Unpublished Price Sensitive Information should be on the basis of a direct and first-hand experience of the Whistle Blower. It should not be based on any secondary, unreliable source such as grapevine or any other form of informal communication.
- 5.2. Inquiry shall commence based on a written complaint received from any Insider, Designated Person, Department of the Company, Registrar and Share Transfer Agent, Depository, Stock Exchange, Regional Director or any official thereof, Registrar of Companies or any official thereof, regulatory / statutory authority or any other department of Central or State Government.
- 5.3. The Whistle Blower may complain or report the leak of UPSI by addressing the hard copies or by an email to the Chairman or MD or CEO of the Company at whistleblower@iifl.com, mentioning the subject as “LEAK OF UPSI”.
- 5.4. The Whistle Blower shall inter alia state particulars of the compliance and details of the complaint or report. The Whistle Blower has the option of annexing such documentary evidence, as deemed reasonable for the purpose of substantiating the complaint/ report lodged.
- 5.5. Within 5 (five) working days of receipt of the complaint or report, the Chairman or CEO or MD of the Company, in consultation with Compliance Officer, if require, shall write to the complaineer intimating the details of the complaint/report received and requesting him to give a written representation within 7 (seven) working days of receipt of letter.
- 5.6. The instance of leak of UPSI made by the Whistle Blower must be genuine with adequate supporting data/proof. If it is established that the allegation was made with mala-fide intentions or was frivolous in nature or was not genuine, the Whistle Blower shall be subject to Disciplinary Action.
- 5.7. Within 7 (seven) working days of receipt of representation, the Chairman or MD or CEO of the Company shall proceed to investigate in the matter and for such purpose may consult such persons, whether internal or otherwise or obtain such external assistance or opinion, as he may deem expedient in this regard. During the course of such investigation, the Chairman or MD or CEO of the Company may call for such additional documents, representations, etc. as he may deem fit.
- 5.8. If no representation is received within the aforesaid stipulated time, the Chairman or MD

or CEO of the Company shall issue notice to the complaine e asking him to show cause as to why the Company should not initiate disciplinary proceedings, as applicable, against him.

- 5.9. On completion of the above mentioned preliminary investigation, receipt of reply to the show cause notice issued under clause 5.7 or on non-receipt thereof, the Chairman or MD or CEO of the Company shall refer the matter to the Chairman of the Audit Committee, along with his opinion, for his consideration.
- 5.10. The Chairman of the Audit Committee on receipt of such opinion shall proceed to convene a meeting of the Audit Committee and shall convene the concerned meeting of the Audit Committee within a period of 30 days of receipt of opinion of the Chairman or MD or CEO of the Company.
- 5.11. The Audit Committee shall consider the matter and put forward its recommendation to the Board. The Board, on receipt of such recommendation and after due review, if forms an opinion that the complaine e is guilty of leak of UPSI or suspected leak of UPSI, then it will order for necessary disciplinary proceedings of the Company, and such incident and its results shall be promptly inform to the SEBI. The aforesaid disciplinary action which will be in addition to the penal provisions stated under SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and any other statutory enactments, as applicable.
- 5.12. The Company *suo moto* reserves the right of initiating an inquiry under this policy against any Insiders or Designated Persons, if it has reasons to believe that such person has leaked UPSI or suspected to leak UPSI.
- 5.13. This shall not in any way preclude any referrals, complaints, measures, actions etc. which can be instituted or which are available under the existing Whistle Blower/ Vigil Mechanism Policy of the Company

6. Trading Window

- i. The period prior to declaration of Unpublished price sensitive information is particularly sensitive for transaction in the Company's securities. This sensitivity is due to the fact that the Designated Persons will, during that period, often possess unpublished price sensitive information.
- ii. The Designated Persons of the Company and their immediate relatives shall not trade in the Company's securities when the trading window is closed. The period during which the trading window is closed shall be termed as Prohibited Period. The intimation of closure shall be made through email and/ or through the website of the Company. The trading window shall be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of unpublished price sensitive information.
- iii. Unless otherwise specified by the Compliance Officer, the Trading Window for Dealing in Securities of the Company shall be closed for the following purposes
 - a. Financial results

- b. dividends
 - c. change in capital structure
 - d. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions
 - e. changes in Key Managerial Personnel
- iv. Trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results. The closure of Trading Window for purposes other than declaration of financial results and for which a specific notice/intimation is required to be given to stock exchange shall commence from the date on which intimation of the date of Board meeting for consideration of any such Price Sensitive Information is given to Stock Exchange. However, if the circumstances so warrant, the time for closing the Trading Window may be increased or decreased by the Compliance Officer with the approval of Chairman /Managing Director/Whole Time Director/Chief Executive Officer.
 - v. The timing for re-opening of the trading window for the information referred in clause 6(iii) shall be determined by the Compliance Officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.
 - vi. All employees including the Designated Persons and the Directors of the Company shall conduct Trading in the Securities of the Company only during the valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the prohibited periods or during any other period as may be specified by the Company from time to time.
 - vii. In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.
 - viii. The trading window restrictions as mentioned in this clause shall not apply in respect of
 - (a) transactions specified in sub clauses (i) to (iv) of clause 7.2 and clause 7.3 of this code and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the Board;
 - (b) transactions which are undertaken in accordance with respective regulations made by the Board such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer, or transactions which are undertaken through such other mechanism as may be

specified by the Board from time to time.

(c) Offer for Sale and Rights Entitlement transactions carried out in accordance with the framework specified by the Board from time to time.

7. Trading

7.1 Every Insider including Designated Persons and Directors shall adhere to the trading window restrictions as stipulated from time to time.

7.2 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. 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.

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 3 and both parties had made a conscious and informed trade decision.

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

Provided further that such off-market trades shall be reported by the insiders to the company within two working days. Every company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

- (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 3 and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained under sub-regulation (3) of regulation 3 of the 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.
- (vi) the trades were pursuant to a trading plan set up in accordance with regulation 5 of the Regulations
- (vi) 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;

7.3 An Insider may trade while in possession of unpublished price sensitive information pursuant to a trading plan submitted to the Compliance Officer in accordance with clause 7.8.

7.4 To prevent the misuse of confidential information, the Company has adopted a "**Chinese Wall**" policy which separates the inside areas of the Company from the public areas:

Inside Areas- which may have access to confidential information and includes:

- a) Risk Management
- b) Operations and Back office
- c) Information Technology
- d) Legal, Compliance, Secretarial & Internal Audit
- e) Fund Management Team
- d) Accounts, Finance & Treasury

Public Areas: Other than the Inside Areas

The employees in the “inside area” shall not communicate any Unpublished Price Sensitive Information to anyone in “public area” except as required for discharging their official duty and only on need to know basis.

The employees in inside area would be segregated from employees in public area on best effort basis.

7.5 Prevention of misuse of Unpublished Price Sensitive Information or manipulative activities:

- a) Insiders and Designated persons shall not use unpublished Price Sensitive Information to buy or sell or pledge securities of any sort, whether for their own account, their dependent's account, company account or client's account.
- b) Insiders and Designated persons shall not indulge in manipulative/fraudulent/fictitious/off market trades or actions in their own account, their dependent's account, company account or client's account.
- c) Insiders and Designated Persons shall not indulge in any front running under any circumstances. "Front Running means transacting in a security knowing fully well that IIFL Group or a Client of IIFL Group also intends to transact in the same Security.
- d) The insiders and the Designated Persons shall not misrepresent themselves or the company before investors, authorities or public.

7.6 Restricted Trade list:

- (i) Restricted Trade List (RTL) is a list of companies, which are subject to restrictions in employees trade and proprietary trades. The placement of a company on the RTL generally restricts trading in the specified classes of securities of that company.

It shall be the responsibility of the Department Heads of various divisions of the Company to provide the names of companies to be placed on RTL and to keep the RTL updated at all times. Immediately on receiving any information that may be deemed "confidential" or "non-public", the Department Heads shall put such a company on the restricted trade list.

- a) In order to monitor Chinese wall procedures and trading in client securities, the Company may restrict trading in certain securities and designate such list as restricted list from time to time.
- b) Security of a listed company may be put on the restricted list if the Company is handling any assignment for the listed company or is preparing appraisal report and is privy to Unpublished Price Sensitive Information.
- c) As the restricted list itself is highly confidential information it shall not be communicated directly or indirectly to anyone outside the Company. The Restricted List shall be maintained by the respective Department Heads and made available to CO as and when requested.

- d) When any securities are on the Restricted List, trading in these securities by employees may be blocked or may be disallowed at the time of pre-clearance.
- e) The Compliance Officer is under no obligation whatsoever to disclose any reasons while blocking or disallowing Trading in a Security mentioned on the Restricted Trade List.

7.7 Reporting requirements for employees:

The provisions of this section would apply to employees and their immediate relatives:

- a) In order to ensure smooth administration and monitoring, trading and/or Demat accounts or PMS accounts (hereinafter referred to as 'Accounts') of the employees (including his/her spouse and dependents) shall be maintained under IIFL Group [IIFL Securities Limited, 5paisa Capital Limited, IIFL Wealth Management Limited or any other Broking/DP entity within the Group]. Outside Accounts, i.e. accounts with other brokers & DPs, if any, shall be closed within a period of one month of joining / employment in IIFL Group. Also, all existing F&O positions except index derivatives, currency derivatives and interest rate derivatives if any shall be closed immediately. If due to official/professional/compliance or any other reasons the outside accounts could not be closed or transferred or maintained with IIFL Group, the information of holdings thereof held with outside DP / broker along with the reason for holding shall be disclosed to the Compliance Officer of the Company.
- b) If the employee wishes to make investments in securities or trade, he/she shall open trading and Demat account with IIFL Group.
- c) All the new joiners are required to give a declaration of their present holdings through the designated window for employee information. With reference to Clause (a) above, if any employee has DP ID/ Broking ID with an outside company such employees will have to give declaration of their holdings on an annual basis. However, such employee should ensure that all new transactions will have to be executed through IIFL account only.
- d) All new Designated Persons of the Company are required to submit details of their holdings of securities including the statement of dependents to the CO within 30 days of joining through IWIN.
- e) With a view to make the reporting process simple and keeping in view the size of operations and geographical spread of the Company all the employees shall have trading and Demat account only with IIFL Group.

In case of employees keeping trading and Demat account only with IIFL Group a one-time declaration of Client ID and Demat ID of the respective employees and his/her relatives with IIFL Group under “Employee Code of Conduct” in IWIN or submissions in email / hardcopies shall be sufficient compliance of this requirement by the employees. If any addition/ deletion of IDs is done by the employee, declaration of the same shall also be made through IWIN.

All trades shall be placed only through the dedicated employee dealing desk only in the format as prescribed in the Code. Employee using online trading shall comply with this code and obtain requisite approvals.

- f) All employees including Designated Persons and Directors shall obtain pre clearance from Compliance Officer prior to execution of trades in the Securities of the Company which included creation or revocation of Pledge in securities of the Company. These approvals are valid only for 7 trading days. If the employee, designated persons and Directors could not complete the trade within 7 trading days, a fresh approval shall be taken.
- g) In case of dealing in securities of the Company by the Compliance Officer, same shall be done with the approval of the board or its delegated authority. In this regard, the board has authorised the Chairman/Managing Director/ CEO of the Company as the designated authority for approving the trades.
- h) The employee and Designated Persons shall ensure to comply with the following undertaking while placing the order:
 - i. That the employee and Designated Persons does not have any access or has not received any “Unpublished Price Sensitive Information” up to the time of signing the undertaking.
 - ii. That in case the employee and Designated persons has access to or receives “Unpublished Price Sensitive Information” before the execution of the transaction he/she shall inform the CO of the change in his position and that he/she would completely refrain from dealing in the securities/ of the client company till the time such information becomes public.
 - iii. That he / she has not contravened the Code of Conduct for prevention of insider trading as specified by the Company from time to time.
 - iv. That he / she has made a full and true disclosure in the matter.
- i) All transactions shall be done only on delivery basis.
- j) Minimum Holding Period and Contra Trade Restrictions:

The minimum holding period and Contra Trade Restrictions are applicable for employee including Designated Persons and Director dealings is as follows:

Designated Persons of the Company should hold Securities for a minimum period of six months from the date of transaction. They shall not enter into a Contra Trade during a period of six months following a transaction in the said Securities.

Aforesaid restriction of 'contra-trade' shall not apply in respect of exercising ESOPs, sale of exercised shares, tendering in Buy back offers, open offers, exit offers, subscribing in rights issues, FPOs, bonus shares etc.

- (i) Contra Trade means after buying/ selling/ pledging/ borrowing & lending a particular security no opposite trade by way sale/buy/release of pledge/ early repay & early recall respectively, for specified period can be executed in the same security.
- (ii) The compliance officer is authorized to grant relaxation from such restriction for reasons to be recorded in writing without violating other conditions of this code.
- k) The holding period/Contra Trade Restriction will be calculated on Last in First out (LIFO) basis eg; If any employee has purchased XYZ stock on April 1 and thereafter on June 1, the contra restriction for XYZ stock will be applicable from June 1
- l) The holding period shall also apply to purchases in the primary market (IPOs). In the case of IPOs, the holding period would commence when the securities are actually allotted.
- m) Proprietary Trading:
 - (i) In case of proprietary trading, no transaction while in possession of any unpublished price sensitive information shall be entered into.
 - (ii) Other than (i) above, keeping in view the nature of business, the holding period and contra trade restrictions will not be applicable for trades done in dedicated proprietary trading account through the proprietary trading team.
 - (iii) However, the minimum holding period and Contra Trade restrictions shall be applicable for proprietary trading section employees for their trading in their own account.
- n) All the accounts of employees shall be regularly monitored by the Compliance Team under the supervision of the Compliance Officer for employee trading purpose. The Compliance Team shall keep a detailed record of all trades and

holdings and perform verification of the same. This information shall be kept confidential by the Company. Except, the Compliance Officer and senior officials comprising the heads of respective departments and the directors of the Company no one else shall have access to this information. Internal Working Rules are as follows:

- i. Access would be restricted for websites offering emails or chatting services like Gmail, Yahoo etc. other than iifl.com or indiainfoline.com or internal e-mails except for identified employees who require o
 - ii. The employees shall maintain confidentiality of all information. They shall not pass on such information directly or indirectly to any person other than the person officially intended to.
- o) The Compliance Officer shall maintain records of all the declarations given by the employee and Designated Persons in the appropriate form for a minimum period of five years.
- p) All employees and Designated Persons shall file within 2 trading days of the execution of trade in the securities of the Company, the details of such trade with the Compliance Officer. Even in case the transaction is not undertaken, a report to that effect shall also be filed within 2 trading days of the expiry of Pre-clearance period of 7 trading days. Such details are required to be filed in Annexure 2, as applicable.

7.8 Trading Plans

- a. An Employee or 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 employee or 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 Company 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.
- c. The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the 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.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms and restrictions on contra trade 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 deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However the trading plan shall not be implemented 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 implementation. The Compliance Officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid a violation of sub-regulation (1) of regulation 4 of the Regulation .

- e. Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.
- f. Any trading opted by a person under Trading Plan can be done only to the extent and in the manner disclosed in the plan, save and except for pledging of securities

8. Disclosures of trading by employees and insiders in securities of the company

8.1. General

- (a) The Employees are required to make disclosures in the forms specified by SEBI from time to time.
- (b) Such disclosures 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 Company shall maintain such disclosures for a minimum period of five years, in such forms as may be specified by SEBI from time to time.

8.2. Disclosures

Initial Disclosure

Existing Key Managerial Personnel / Directors / Promoters & Promoter Group :

Every Promoter, member of the promoter group, Key Managerial Personnel and Director shall disclose to the Compliance Officer, the number of securities of the Company held by them and their connected persons and any other person for whom such person takes trading decisions as on the date of the Regulations taking effect, within 30 days from the date of the Regulations taking effect in Form A.

New Key Managerial Personnel / Directors/ Promoters & Promoter Group:

Every Promoter, member of Promoter Group, Key Managerial Personnel and Director shall disclose to the Compliance Officer, the number of securities of the Company held by them as on the date of appointment or becoming a promoter, within seven (7) days of becoming a Promoter of the Company or such appointment, respectively in Form B.

Designated persons:

Every Designated persons shall disclose to the Compliance Officer, list of all its Immediate Relatives and affected persons and any other person for whom such person takes trading decisions with PAN or any other identifier authorized by law where Permanent Account Number is not available on an annual basis and as and when the information changes:

- a. immediate relatives
- b. persons with whom such Designated Person(s) shares a material financial relationship
- c. Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which Designated Persons have

graduated and names of their past employers shall also be disclosed on a one time basis.

“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 twelve 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.

Continuing Disclosures

Existing Key Managerial Personnel / Directors / Promoters & Member of Promoter Group / Designated Persons:

Every Promoter, member of the promoter group, Designated Persons and Director shall report to the Company in Form C the number of securities of the Company acquired including through exercise of ESOPs/Pledged or disposed of/revocation or enforcement of Pledge, within two (2) 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 lakh) at the time of crossing such threshold.

Disclosure by the Company

The Company, within (2) two trading days of receipt of disclosures from Promoters, member of the promoter group, Designated Persons Directors shall disclose to all Stock Exchanges on which the Company is listed, the information received as above or from becoming aware of such information.

8.3. General Obligations and Disclosures by other connected persons.

IIFL Group may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company in Form D and at such frequency as may be determined by the Company in order to monitor compliance with the Regulations.

8.4. Forms for various disclosures are given in SCHEDULE-I of this code.

9. Code of Fair Disclosure and conduct

9.1. The board of directors of IIFL, has formulated and published on its official website, the code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow in order to adhere to each of the principles set out in

the Regulations. The same is enclosed herewith as **Schedule A.**

9.2. The code of practices and procedures for fair disclosure of unpublished price sensitive information and every amendment thereto shall be promptly intimated to the stock exchanges where the securities of the company are listed.

10. Contravention of Code of Conduct

10.1 In case a contra trade is 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 Board for credit to the Investor Protection and Education Fund administered by the Board under the Act

10.2 In case of any violations of this Code of Conduct by the Employees or Connected Persons, the board of directors or CO shall levy the sanctions and disciplinary actions, including wage freeze, suspension, recovery etc., that may be imposed under this Code of Conduct. Any amount collected under this clause shall be remitted to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act

10.3 In case it is observed that there has been a serious violation of the Regulations, the Compliance Officer shall within fifteen (15) days of recognition of such contravention inform the Stock Exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by the Board from time to time

10.4 The Compliance Officer shall submit such violation to the Audit Committee of the Board at the subsequent meeting of the Audit Committee.

10.5. The Company shall also maintain a database of the violation of code of conduct by the Designated Persons and immediate relatives of Designated Persons that would entail initiation of appropriate action against them.

11. Protection against retaliation and victimization:

Any Employees who reports any alleged violation of insider trading laws in accordance with the informant mechanism, shall be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination, irrespective of whether the information is considered or rejected by the Board or he/she is eligible for a Reward.

12. General

A copy of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended till date, is available at www.sebi.gov.in. Employees are advised to acquaint themselves with their obligations under the Regulations. The Compliance Officer is available for clarification / assistance that may be necessary.

13. Effective Date:

This amended Code shall come into force with effect from November 03, 2020.

14. Acknowledgement of the Code:

14.1 All the existing Designated Persons shall receive a copy of this code and shall read and acknowledge complying with the code.

14.2 New employees joining the Company shall receive, read, and acknowledge confirming that he/ she has understood and shall abide by this Code of Conduct.

In case of any clarification or for reporting any violation of Employee Trading and Code of Conduct Policy, you may mail to: governance@iifl.com

SCHEDULE-I

The following forms are required for the purpose of this Code of Conduct:

S.No	Particulars	Annexures
1.	Details of Securities held by Promoter, member of Promoter Group Key Managerial Personnel (KMP), Director and immediate relatives and by any other person for whom trading decisions are taken.	Form-A
2.	Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of Promoter group of a listed company and immediate relatives and by any other person for whom trading decisions are taken.	Form-B
3.	Details of change in holding of Securities of Promoter, Employee or Director of a listed company and immediate relatives and by any other person for whom trading decisions are taken.	Form-C
4.	Transactions by Other connected persons as identified by the company	Form-D
5.	Application for Pre Clearance	Annexure-1
6.	Format for disclosure of transactions	Annexure-2

FORM-A

Name of the Company

ISIN Of the Company

Details of Securities held by Promoter, member of promoter group, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name	PAN	CIN / DIN	Addresses and Contact Nos.	Category of Persons (Promoters/ KMP/ Directors/ Immediate Relatives/ Others etc.)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
					Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms

Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:
Place:

FORM B**Name of the Company:****ISIN of the Company:****Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of promoter group of a listed company and other such persons as mentioned in Regulation 6(2).**

Name	PAN	CIN/ DIN	Address and Contact Nos.	Category of Persons (Promoters/ KMP/ Director s/ Immediate Relatives / Others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appoint ment of Director/KMP		% of Share holding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
						Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:**Designation:****Date:**

Place:

FORM C

Name of the Company:

ISIN of the Company:

Details of change in holding of Securities of Promoter, member of promoter group, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name	PAN	CIN / DIN	Address and Contact Nos. of Promoter/ Employee / Director	Category of Persons (Promoters / KMP/ Directors/ Immediate Relatives/ Others etc.)	Securities held prior to acquisition/disposal		Securities acquired/ Disposed		% of Shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public rights/preferential offer / off market/ Inter-se transfer etc.	Trading derivatives (Specify type of contract, Futures or Options etc)				Exchange and on which the trade was executed	
					Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible	No.	Pre transaction	Post transaction	From	To			Buy		Sell			
															Value	Number of units (contract s*	Value	Number of units (contract s*		

							le Deb ent ure s etc.)									lo t si ze)		lo t si ze)	
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Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:
Designation:
Date:
Place:

FORM D (Indicative format)

SEBI (Prohibition of Insider Trading) Regulations, 2015

Regulation 7(3) – Transactions by Other connected persons as identified by the company

Details of trading in securities by other connected persons as identified by the company

Name	PAN	CIN/DIN	Addresses and Contact Nos. of connected persons, as identified by the company	Connection with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of Shareholding		Date of allotment advice/acquisition of shares/sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public rights/preferential offer/off market/Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed	
					Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell			
															Volume	Number of units (contracts * lot size)	Volume	Number of units (contracts * lot size)		

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider

Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place:

ANNEXURE 1

SPECIMEN OF APPLICATION FOR PRE-CLEARANCE

Date: _____

To
The Compliance Officer,

Dear Sir/Madam,

APPLICATION FOR PRE- CLEARANCE APPROVAL IN SECURITIES OF THE COMPANY

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company’s Code of Conduct for Prevention of Insider Trading, I seek approval for following transaction in securities;

Name of Security	Name of the Investor (Employee / Relative/ Director)	Purchase / Sale / Subscription/Pledge/Revocation of Pledge	Quantity	Rate	Value	Transaction Type	DP ID	Client ID

With respect to above pre-clearance, I certify, undertake and agree that:

I have opened a broking and Demat account with IIFL Securities Limited/IIFL Wealth Management Limited/5paisa Capital Limited (strike-off whichever is not applicable) and will execute the pre cleared trade in/ through these accounts only. I shall not execute any trade in outside broking and Demat accounts.

I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company’s Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as “Price Sensitive Information” as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within two days of execution of the transaction / a ‘Nil’ report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 trading days of the receipt of approval failing which I shall seek pre-clearance.

I declare for **my own and immediate relatives account** that - In case of Buy, the securities have not been sold/pledged in previous 6 months and in case of sale/pledge, the said security has been held for a period of six months.

I declare that I have made full and true disclosure in the matter.

Yours faithfully,

(Signature of Employee/Director)

Employee Name & Code: _____

Employer Name: _____

ANNEXURE 2

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To
The Compliance Officer,
(Name of the Entity)

Dear Sir/Madam,

I hereby inform that I

- have not bought / Pledged/sold/ subscribed any securities of the Company
- have bought/Pledged/sold/subscribed to _____ securities as mentioned below on ____ (date)

Name of holder	Name of the Security	No. of securities dealt with	Bought/sold/subscribed	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. *(applicable in case of purchase / subscription).*

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Yours truly

Signature: _____

Name: _____

Designation: _____

Employee Code: _____

SCHEDULE A
IIFL Finance Limited

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)

IIFL Finance Limited is committed to fair disclosure of information to its investors in compliance with all applicable laws.

The Board of Directors of the Company has adopted the following Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI):

1. Preface

As part of Company's commitment to transparency and good governance, this code of practices and procedures for fair disclosure of unpublished price sensitive information has been framed with an objective to preserve the confidentiality of unpublished price sensitive information and to ensure fairness in dealing with all stakeholders. This code is made pursuant to Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015. The term used but not defined in this code shall have the meaning as defined under the Company's Code of Conduct for prohibition of Insider Trading and in the SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment thereto.

2. Objective

The objective of this code is to formulate a framework and policy for fair disclosure of events that could impact price discovery in the market for its securities.

1. BASIC PRINCIPLES OF DISCLOSURES

- i. The Company would make prompt public disclosure of unpublished price sensitive information that would impact price discovery as soon as credible and concrete information comes into being and will make the same information generally available.
- ii. The Company would ensure that unpublished price sensitive information is disseminated uniformly and universally and shall avoid selective disclosure.
- iii. The Company has appointed the Company Secretary of IIFL Finance Limited as Chief Investor Relations Officer (CIRO) to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information. Disclosure/dissemination of UPSI may normally be approved in advance by CIRO. In case of doubt, the CIRO shall consult and seek approval of the Managing Director / Executive Director(s) / the Chief Financial Officer of the Company pursuant to the Listing Agreement / Regulations, before dissemination of such information.

- iv. If any price sensitive information is disclosed selectively, inadvertently or otherwise without prior approval, the Chief Investor Relations Officer on having knowledge of such partial dissemination may upload the information on the website of the Company and if required intimate the Stock Exchanges to ensure that the unpublished price sensitive information is generally available.
- v. The Company shall not comment, affirmatively or negatively, on market rumours or press reports. However, should a regulatory authority including SEBI or stock exchanges require clarification on any market rumors, the Company shall promptly respond to the same and disseminate its responses through stock exchanges.
- vi. Utmost care would be taken to ensure that the information shared with analysts/ research personnel is not unpublished price sensitive information.
- vii. The Company would enable making 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.
- viii. The Company would disclose / disseminate information through various media so as to achieve maximum reach and quick dissemination. The Company shall facilitate disclosure through the use of its dedicated Internet website.
- ix. All unpublished price sensitive information shall be handled only on a “Need-to-Know” basis.

2. LEGITIMATE PURPOSE

The sharing of UPSI shall be deemed to be for “Legitimate Purpose” if it satisfied 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. Any person with whom the Unpublished Price Sensitive Information (“UPSI”) is shared for “legitimate purpose” shall be considered an “insider” and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations
- iv. 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.

- v. The person who has the UPSI should ideally rescue himself from assigned task of the sharing the UPSI with third parties in such doubtful cases to avoid any adverse inferences in this regard.
- vi. The agreements entered into involve sharing of UPSI should have a “confidentiality clause” or else a separate Non-Disclosure Agreement shall be executed with parties to safeguard the disclosure of UPSI.
- vii. The Company shall maintain a structured digital database containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom information is shared along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
- viii. The Company shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

3. EMPLOYEE DEALING CODE

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