# CreditAccess Grameen Ltd.

## Code of Conduct and Fair Disclosure for Prohibition of Insider Trading

<table>
<thead>
<tr>
<th>Approving Authority</th>
<th>Board of Directors</th>
</tr>
</thead>
<tbody>
<tr>
<td>Original Issue Date</td>
<td>December 01, 2017</td>
</tr>
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</tr>
<tr>
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<tr>
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<td>Review Cycle</td>
<td>Annually or as recommended by the Audit Committee/Board</td>
</tr>
</tbody>
</table>
1. **INTRODUCTION**

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 [hereinafter referred to as the 'Regulations'] under the powers conferred on it under section 30 read with clause (g) of sub-section (2) of section 11 and clause (d) and clause (e) of section 12A of the Securities and Exchange Board of India Act, 1992 (15 of 1992). These Regulations are made applicable to all companies whose shares are listed on Indian Stock Exchange(s).

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

The SEBI Regulates an Insider from Trading in the securities of a company listed on any stock exchange on the basis of any unpublished price sensitive information (UPSI). This policy also provides for Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (the "Code") that would be followed by CreditAccess Grameen Limited., for the consistent, transparent, regular and timely public disclosure and dissemination of Unpublished Price Sensitive information.

This Code of Conduct may be modified by the Board of Directors from time to time to adopt best practices and to comply with the SEBI Regulation.

To achieve the objectives as stated in SEBI (Prohibition of Insider Trading) Regulations, 2015 the Company hereby notifies that the "CODE OF CONDUCT AND FAIR DISCLOSURE FOR PROHIBITION OF INSIDER TRADING" shall become effective and operational with immediate effect. This Code shall be applicable and binding on all Designated Persons, immediate relatives of Designated Persons and those persons authorized to speak on behalf of the Company.

The Company is committed to factual, timely and accurate disclosure based on applicable legal and regulatory requirements.

2. **DEFINITIONS**

For the purpose of this code, the words and expressions given below shall carry the meaning as stated hereinafter: -

a) "Company" means CreditAccess Grameen Ltd.

b) "Compliance officer" means any senior officer, designated so and reporting to the board of directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the Regulations under the overall supervision of the Board of Directors of the Company.
c) **“Designated Persons”** Shall include –
   i. Promoters
   ii. Directors
   iii. Key Managerial Personnel
   iv. All employees in the cadre of Vice President and above;
   v. Employees in the Finance, Accounts, Planning & MIS, IT department, Secretarial Department and as may be determined by norms mentioned in this Code;
   vi. Immediate relative (as defined in SEBI Regulation) of (i) to (iv) above;
   vii. Employees designated by the Board of Directors from time to time.

d) "**Generally available information**" means information that is accessible to the public on a non-discriminatory basis;

e) “**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;

f) “**Insider**” means any person who is:
   i. a connected person; or
   ii. in possession of or having access to unpublished price sensitive information;

g) "**Key Managerial Person**” means person as defined in Section 2(51) of the Companies Act, 2013.

h) "**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;

i) "**Unpublished price sensitive information**" (**UPSI**) means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –
   i. financial results;
   ii. dividends;
   iii. change in capital structure;
   iv. mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions; and
   v. changes in key managerial personnel;

k) **Material Information**

Material information means any information relating to the business or affairs of the Company that results in or would reasonably be expected to result in a significant change in the market price or value of the securities of the Company or that would reasonably be expected to have a significant influence on any reasonable investor’s investment decisions. Material Information includes, without limitation, information regarding:

i. Change in general character of business of the Company.
ii. Material disruption of operations due to natural calamity.
iii. Un-audited or audited [stand alone and consolidated] financial results of the Company.
iv. Proposed issue of bonus/ rights shares or issue of securities on a private placement basis.
v. Corporate action relating to dividend, split, consolidation of securities.
vi. Action pursuant to regulatory/ statutory amendments that is material to the operations of the Company.

vii. Changes in rating of securities issued by the Company.
viii. Changes in the Board of Directors or Key Managerial Personnel.
ix. Details of litigation/ dispute/ regulatory action having a material impact on the present or future operations of the Company.
x. Any material acquisition, merger, de-merger, amalgamation, restructuring, scheme of arrangement, spin off or selling of any material divisions of the Company.

This list is not exhaustive but is intended to provide examples of information that may require public disclosure.

_For the purpose of this Code, all the above information including unpublished price sensitive information would be referred to as "Material Information"._

I) **Chief Investor Relations Officer**

The Company would designate one of its senior officers as the Chief Investor Relations Officer (CIRO) from time to time, who shall jointly and severally along with the Company Secretary / Chief Financial Officer be responsible to deal with the dissemination of information and disclosure of any Material Information.

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

2A. **IDENTIFICATION OF DESIGNATED PERSONS**

a) The following persons shall be deemed to be the Designated Persons of the Company irrespective of their functional role or access to UPSI:
   
   i. Promoters
   ii. Directors;
   iii. Key Managerial Personnel;
   iv. All employees in the cadre of Vice President and above;
   v. Employees in the Finance, Accounts, Strategy, Planning & MIS, Information Technology Department and Secretarial Departments.

b) The Compliance Officer may on consultation with the Managing Director, specify employees to be covered under the code on the basis of their role and function in the organization and the access that such role and function would provide to UPSI in addition to seniority and professional designation and shall include:

   i. Employees designated on the basis of their functional role.
   ii. Employees of any future subsidiaries designated on the basis of their functional role.
3. **RESTRICTION ON COMMUNICATIONS AND TRADING**

**Communication or procurement of unpublished price sensitive information (UPSI)**

a. No insider shall communicate, provide, or allow access to any UPSI, relating to securities of the Company to any person including other insiders except where such communication is in furtherance of legitimate purposes (as set out under clause 10 (G) of this Code), performance of duties or discharge of legal obligations.

b. No person shall procure from or cause the communication by any insider of UPSI, relating to securities of the Company except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

c. Notwithstanding anything contained in this Code, UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would,

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

d. For the purpose of (c) & (d) above, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of (c) above, and shall not otherwise trade in securities of the Company when in possession of UPSI.

e. Trading by Insiders including promoters, non-individual insiders when in possession of unpublished price sensitive information shall be governed by Regulation 4 of the Regulations.

f. **Preservation of "Price Sensitive Information"**

Directors and Designated Persons shall maintain the confidentiality of all Price Sensitive Information. Directors / Designated Persons shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company. Board of Directors of the Company shall ensure that the following practices are followed in this regard. Board of Directors shall also ensure that such information has been circulated to Compliance Officer to disclose in Public/Stock Exchange within prescribed time.
g. **"CHINESE WALL" Procedure**

i. To prevent the misuse of UPSI, the Company shall adopt the "Chinese Wall" policy which separates those areas / personnel / departments which routinely have access to confidential information, considered part of "inside areas" from those areas which deal with sale/marketing/investment advice or other departments providing support services, considered "public areas".

ii. The employees in the inside area shall not communicate any UPSI to anyone in public area.

iii. The employees in inside area may be physically segregated from employees in public area.

iv. In exceptional circumstances, employees from the public areas may be allowed to "cross the wall" and given confidential information on the basis of "Legitimate Purpose" criteria, with the permission of the Compliance Officer.

4. **ROLE OF THE COMPLIANCE OFFICER**

a. The Compliance Officer shall provide clarifications sought for under the SEBI (Prohibition of Insider Trading) Regulations, 2015 to all concerned, to the extent possible.

b. The Compliance Officer shall preserve the disclosures received and submitted to the Stock Exchanges concerned for a minimum period of five years.

c. The Compliance Officer shall report to the Board of Directors of the Company and shall provide reports on compliances of the SEBI (Prohibition of Insider Trading) Regulations, 2015 to the Chairman of the Audit Committee on the following:
   i. Pre-clearance sanctioned or rejected;
   ii. Details of transactions done pursuant to pre-clearance including those cases where no transaction has been executed after securing pre-clearance along with the reasons;
   iii. Disciplinary actions, if any taken by Managing Director pursuant to this Code;
   iv. Disclosures under the SEBI (Prohibition of Insider Trading) Regulations, 2015 if any;
   v. Trading plans, if any presented for approval;
   vi. Other relevant information for each calendar quarter.

d. The Compliance Officer shall place the aforesaid details at the first meeting of the Board of Directors held after the close of the calendar quarter.

5. **TRADING PLANS:**

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

b. Such trading plan shall –

i. not entail commencement of trading on behalf of the insiders earlier than six months from the public disclosure of the plan;

ii. not entail trading for the period between the 20th 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 12 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 of the Company for market abuse.

c. The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of this Code or “Regulations” and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

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 implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid a violation of this code or “Regulations”.

e. Upon approval of the trading plan, the Compliance Officer shall notify the plan to the Stock Exchanges on which the securities of the Company are listed.

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

6. DISCLOSURE OF TRADING BY INSIDERS

A. General Provisions

a. Every public disclosure shall be made in the Form/s as prescribed under the Regulations from time to time.

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

c. The disclosure of trading in securities shall also include trading in derivatives of securities and traded value of the derivatives shall be taken into account. Provided that trading in derivatives of securities is permitted by any law for the time being in force.

d. The disclosures made under this Part shall be maintained by the Company, for a minimum period of five years.

B. Disclosure by certain persons
a. Initial Disclosures

i. Every person on appointment as a Key Managerial Person or a Designated Person of the Company shall disclose his holding of securities of the Company, as on the date of appointment or becoming such a Designated Person, to the Company, within seven days of such appointment.

b. Continual Disclosures

i. Every Designated Person of the Company shall disclose to the Company, the number of such securities acquired or disposed off within two trading days of such transaction.

ii. The Compliance Officer of the Company shall notify the particulars of transactions by DPs, if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rupees ten lakh, to the Stock Exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

Explanation — It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-code, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause b. (i) above.

iii. Designated Persons shall also furnish the names of educational institutions from which Designated Persons have graduated and names of their past employers;

iv. Designated Persons shall be required to disclose names and Permanent account number, or any other identifier authorized by law of themselves and the following persons to the Company on an annual basis and as and when the information changes:

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

“Material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding 12 months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

C. Disclosures by other connected persons

The Company may, on its own discretion, require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company and at such frequency as may be determined by the Company in order to monitor compliance with this Code.
D. CREDITACCESS GRAMEEN SHARE DEALING CODE

No Designated Person including his/her Immediate Relatives shall either on his/ her own behalf or on behalf of any other person, trade or undertake to trade or cause to trade in the Securities of the Company (i) when he/ she is in possession of any UPSI and (ii) during the Prohibited Period under paragraph 8(a) of this Code.

7. PROHIBITION ON DEALING, COMMUNICATING OR COUNSELING ON MATTERS RELATING TO INSIDER TRADING

No Insider shall either on his own behalf, or on behalf of any other person, trade in securities of the Company when in the possession of any unpublished price sensitive information; Communicate, counsel or procure, directly or indirectly any unpublished price sensitive information to any person. However, these restrictions shall not be applicable to any communication required in furtherance of a legitimate purpose (as set out under clause 10 (G) of this Code), performance of duties or discharge of legal obligations.

8. TRADING RESTRICTIONS

All Designated Persons of the Company and their immediate relatives shall be subject to trading restrictions as enumerated below:

a) Trading Window

The period prior to declaration of price sensitive information is particularly sensitive for transactions in the Company’s securities. This sensitivity is due to the fact that the Designated Persons will, during that period, often possess UPSI.

During such sensitive times, the Designated Persons and their immediate relatives will have to forego the opportunity of trading in the Company's securities.

The Compliance officer or any other employee from the Company Secretarial department of the Company will notify the Designated Persons about closure and opening of trading window and also inform the stock exchanges.

The Designated Persons of the Company and their immediate relatives shall not deal in the securities of the Company when the trading window is closed. The period during which the trading window is closed shall be termed as prohibited period. It is the duty of the Designated Persons to inform the immediate relatives of the closure of trading window and ensure that they do not deal in the securities of the Company.

The trading window shall also apply to any person having contractual or fiduciary relation with the Company such as auditors, law firms, analysts, consultants etc., assisting or advising the Company.
b) The trading window shall be, inter alia, closed at the time of:-

i. Declaration of Financial results (quarterly, half-yearly and annual)
ii. Declaration of dividends (interim and final)
iii. Issue of securities by way of public/ rights/bonus, etc.
iv. Any major acquisition/ expansion plans or execution of new projects
v. Amalgamation, mergers, takeovers and buy-back
vi. Hearing/Judgment of Litigation/dispute with a material impact;

vii. Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the securities of the Company;
viii. The trading window shall be closed by the Compliance Officer when he is of the firm belief that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI.

c) The period of closure shall generally be effective from the end of every quarter, till 48 hours after the Financial results is submitted to the Stock Exchanges.

d) The trading window shall be opened after 48 hours of the information referred in Clause 8 (b) is made public.

e) All Designated Persons of the Company and their immediate relatives shall conduct all their dealings in the securities of the Company only during the free period and shall not deal in any transaction involving the purchase or sale of the Company’s securities during the prohibited periods.

9. PRE-CLEARANCE OF TRADES

Any Designated Person (including immediate relatives) of the Company, who intends to trade in the securities of the Company during free period shall seek pre-clearance from the Compliance Officer, as per the pre-dealing procedure as described hereunder, as stipulated by the Board of Directors from time to time.

No Designated Person and their immediate relatives shall apply for pre-clearance of any trade if such person is in possession of Unpublished Price Sensitive Information even if the trading window is not closed.

a) Pre-dealing Procedure

An application for pre-clearance of trade shall be made to the Compliance Officer along with an undertaking (UT) in favor of the Company by such Designated Person and/or their immediate relative incorporating, inter alia, the following clauses, as may be applicable:

i. That the Designated Person do not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.

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

iii. That he or she has not contravened the provisions of this Code or Regulations as amended from time to time.
iv. That he or she has made a full and true disclosure in the matter.

v. The Compliance Officer shall on receiving an application provide the Designated Person with an acknowledgement on the duplicate of the application.

vi. The Compliance Officer shall grant approval within 2 days from the date of acknowledgement.

vii. The Compliance Officer shall retain copies of all applications and recognitions.

viii. In exceptional circumstances consent may not be given if the Compliance officer is of the opinion that the proposed trade is on the basis of possession of any UPSI. There shall be no obligation to give reasons for any withholding of consent.

ix. If so requested by the Compliance Officer, Designated Person must ensure that his stockbroker is authorized to disclose to the Company all matters relevant to his share dealings.

b) Other restrictions

i. The Designated Person 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. If the order is not executed within one week after the approval is given, the Designated Person must pre-clear the transaction again.

ii. The Designated Person and their immediate relatives shall hold their investments in securities for a minimum period of six months irrespective of mode of acquisition in order to be considered as being held for investment purposes. The Designated Person permitted to trade shall not be permitted to execute a contra trade within a period of six months from the date of said trade. Provided that this restriction shall not be applicable for trades pursuant to exercise of Stock Options under the ESOP scheme of the Company.

iii. In case the sale of securities is necessitated by personal emergency, the Compliance Officer may waive the holding period after recording in writing his or her reasons in this regard. An application for waiver of holding period shall be made to the Compliance Officer.

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

c) Half yearly / Annual Disclosures

In addition to disclosures mentioned under Clause 5 or Clause 6 of this Code, all Designated Persons of the Company shall be required to forward following details of their Securities transactions, including the holdings of immediate relatives, to the Compliance officer:

i. All holdings in securities of the Company at the time of joining the Company.

ii. In respect of Designated Persons, all holdings in securities of the Company as on the date specified by the Compliance Officer.
d) **Records of disclosures received by the Company**

The Compliance Officer shall maintain records of all the declarations in the appropriate format given by the Designated Persons for a minimum period of five years.

The Compliance Officer shall place before the Board of Directors, on a quarterly basis all the details of the dealing in the securities by the Designated Persons of the Company.

**10. CODE OF FAIR DISCLOSURE AND CONDUCT**

A. The Company,

i. Shall make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available except when otherwise required for the purpose of maintaining the confidentiality of the information.

ii. Shall ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

iii. Shall designate any Senior Officer as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

iv. Shall make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

v. Shall give appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.

vi. Shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.

vii. Shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the website of the Company to ensure official confirmation and documentation of disclosures made.

viii. Shall ensure that all the unpublished price sensitive information are handled on a need-to-know basis.

B. **BASIC PRINCIPLES OF DISCLOSURES**

Procedures governing the disclosure of Material Information required to be disclosed shall provide that such disclosure shall be made in accordance with the following principles:

i. Information should be disclosed immediately through the stock exchanges and press release.

ii. No selective disclosure. Previously undisclosed unpublished price sensitive information must not be disclosed to selected individuals. If previously undisclosed information is inadvertently
disclosed to an analyst or any other person, such information must then be disclosed to the stock exchanges immediately.

iii. Under certain circumstances, the Company may determine that such disclosure would be unduly detrimental to the Company (for example if release of the information would cause prejudice to negotiations in a corporate transaction), in which case, the information shall be kept confidential until the Company determines it may be publicly disclosed. Information should be disclosed only once there is credibility to the information and the information has concretized.

iv. Disclosures should be made in a timely manner.

v. Unfavourable Material Information must be disclosed as promptly and completely as favourable information.

vi. Disclosure must be corrected immediately if the Company is subsequently made aware that its earlier disclosure contained a material error or omission at the time it was given.

C. DISCLOSURE OF MATERIAL INFORMATION

The Company shall disclose Material Information concerning its business and affairs to the public immediately, except when otherwise required for the purpose of maintaining the confidentiality of the information. This Code is to enable all persons investing in the securities of the Company to have the opportunity for equal and timely access to information that may affect their investment decisions regarding those securities.

This Code further provides that, once there is credibility to the information and once the information has been set out to a level of concretization, the information would be disclosed by the Company in a timely manner.

D. PROCESS OF DISCLOSURES OF MATERIAL INFORMATION

In case any Head of Department or senior employee becomes aware of some Material Information about the Company, the said employee would contact the MD&CEO and CFO of the Company.

The MD&CEO and CFO in consultation with the CIRO and/ or the Company Secretary would then determine whether the information requires disclosure to the stock exchanges or not in accordance with the Listing Agreements. Thereafter, the Company Secretary and the CIRO with the help of the concerned head of department will prepare the content of the disclosure and determine the timing of the disclosures. Thereafter, the Company Secretary will disclose the said information to the stock exchanges. The CIRO shall ensure that the said information is thereafter properly disseminated to the public as deem necessary.

E. DELAY IN DISCLOSING MATERIAL INFORMATION

Under certain circumstances, the Company may keep Material Information confidential for a limited period of time because immediate disclosure may compromise certain strategic business opportunities of the Company or may not be disclosable due to third-party confidentiality restrictions or uncertainty of events.

The determination of when to not disclose Material Information immediately shall be made by
the MD&CEO and CFO of the Company.

**F. INFORMATION TO BE SHARED ON A NEED TO KNOW BASIS:**

The directors/employees of the Company shall not discuss the matters or developments regarding the Company which in any way relate to Material Information with any other persons, except that are required to be disclosed in performance of his or her duties or under applicable laws or regulations or in legal proceedings.

To protect Material Information from disclosure, the directors/employees of the Company:

i. Should not discuss Material Information in public places where Material Information may be overheard (e.g., elevators, restaurants, airplanes, taxicabs) or participate in, host or link to Internet chat rooms, on-line social networking sites, newsgroup discussions or bulletin boards which discuss matters pertaining to the Company's activities or its securities;

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

iii. Should not discuss Material Information with any other persons, except as required in performance of his or her duties;

iv. Shall advise the other persons with whom they are meeting where Material Information may be disclosed, before the meeting, that they must not divulge the Material Information; and

v. Should not deal in the securities of the Company until the Material Information is publicly disclosed.

**G. LEGITIMATE PURPOSE**

Notwithstanding anything contained in this Code, a UPSI is deemed to be communicated, provided, allowed access to or procured for "Legitimate purpose"

i. if the UPSI is shared in the ordinary course of business by an Insider, with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditor, insolvency professionals or other advisors or consultants.

ii. if sharing of UPSI is not carried out to evade or circumvent the prohibitions of this Regulations.

*Sharing of UPSI as part of preparation of financial results, Audit Reports etc., for decision making process on fund raising, mergers, demergers, delisting, acquisitions etc. shall be treated as "legitimate purpose". The above list is only illustrative, and it shall be the prerogative of the Board / Audit Committee to decide on whether sharing of UPSI is legitimate or not.*

Recipient of the UPSI under i. and ii. above, shall be considered as an "Insider" for the purpose of this Code and Regulations. Such Recipient shall have the obligation to maintain confidentiality of such UPSI in compliance with the Code and Regulations and the person who discloses such information shall have the responsibility of providing the Recipient with notice of its confidentiality obligations.

**11. CONTACTS WITH FINANCIAL ANALYSTS, INVESTORS AND THE MEDIA**

The Company will communicate with its institutional shareholders through meetings with analysts
and discussions between fund managers and management. The Company will also participate at investor conferences from time to time. All interactions with institutional shareholders, fund managers and analysts are based on generally available information that is accessible to the public on a non-discriminatory basis. The presentations made to analysts and fund managers are placed on the Company’s website. The official news releases are also displayed on the said website.

The main channel of communication to the shareholders is through the annual report. Details relating to quarterly performance and financial results are disseminated to the shareholders through press releases and uploaded on the Company’s website.

Briefings are given to update the market after each quarterly results are announced through group meetings or teleconference. Meetings with investors (bilateral and general) are being held to ensure that the investment community receives a balanced and complete view of the Company’s performance, while always observing applicable rules concerning selective disclosure, equal treatment of shareholders and insider trading. Individual meetings will also be held with the institutional shareholders, fund managers and analysts to share generally available information.

Employees must not respond under any circumstances to enquiries from the stock exchanges, the media or others, unless authorized to do so by the Directors of the Company.

12. MARKET RUMOURS

The Company shall not comment, affirmatively or negatively, on market rumours. Should a stock exchange request that the Company make a definitive statement in response to a market rumour that is causing significant volatility in the securities of the Company, the CIRO and/ or the Company Secretary in consultation with MD&CEO AND CFO shall consider the matter and content of the Company’s response, such as confirming “no corporate development at this time”.

13. REVIEW OF ANALYST REPORTS

The Company may at the request of the Analysts review their research reports for the limited purpose of pointing errors based on previously disclosed information.

14. MAINTENANCE OF DISCLOSURE RECORDS

The Company shall maintain and store records in respect of disclosures made by it through any means under the relevant provisions of the Companies Act, 2013, Rules made thereunder, SEBI Act, 1992, Rules, Regulations and Guidelines issued there under and the Listing Agreements, for audit and future reference.

15. AMENDMENTS AND MODIFICATION

a) This Code shall be reviewed from time to time and any amendments or modifications thereto shall be subject to the review and approval of the Board of Directors of the Company.

b) Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have
adequate security of login and password, etc. Files containing confidential information should be deleted / destroyed after its use. Physical files should be destroyed by means of shredding.

c) UNINTENTIONAL/ INADVERTENT DISCLOSURE:

In the event the Company makes an unintentional disclosure of Material Information, it shall forthwith take steps to ensure that the same is disclosed to the stock exchanges immediately. Further, if the Company becomes aware that there has been an inadvertent disclosure of Material Information it should immediately contact the CIRO and/ or Company Secretary, who in consultation with MD&CEO and CFO, shall consider the matter and take appropriate steps.

16. PROCEDURE FOR INQUIRY IN CASE OF CONTRAVENTION OF THIS CODE

a. Any Designated Persons who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action will be taken by the Company.

b. In case it is observed by the Compliance Officer that there has been a violation of the Regulations by any person, he/she shall forthwith inform the Audit Committee of the Company about the violation.

c. The penal action will be initiated on obtaining suitable directions from the Audit Committee. In addition to the penal action that may be taken by the Company pursuant to law, the concerned DP is also be subject to disciplinary action which in respect of an Employee may include wage freeze, suspension or termination of employment.

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

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

17. AMENDMENT

The Board reserves its rights to amend or modify the code in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding unless the same is notified in writing.

18. CONCLUSION

All Specified Persons are advised to familiarize themselves with the Regulations and comply with the same, as well as with the Code, both in letter and spirit. Specified Persons are also advised to ensure compliance.