



**IFL CODE TO REGULATE, MONITOR AND REPORT TRADING BY  
DIRECTORS, PROMOTERS, DESIGNATED PERSONS AND SPECIFIED  
CONNECTED PERSONS OF THE COMPANY AND MATERIAL SUBSIDIARIES  
OF THE COMPANY**

**INDIA FINSEC LIMITED**



## **1. Introduction:**

- 1.1 A comprehensive insider trading policy is essential for any company to maintain the integrity of its securities market and to prevent insider trading activities. The Securities and Exchange Board of India has made a regulation called “the SEBI (Prohibition of Insider Trading) Regulations, 2015”, to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof.
- 1.2 The Company’s securities are proposed to be listed on the stock exchanges in India. Any Unpublished Price Sensitive Information (“UPSI”), i.e. information, relating to a company or its securities, directly or indirectly, that is not generally available which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 is called and shall, ordinarily including but not restricted to, information relating to financial results, dividends, issue of bonus shares, amalgamation, mergers, etc.
- 1.3 Directors, certain employees and certain other connected persons will have access or will be reasonably expected to have access to such UPSI from time to time during their association with the Company.
- 1.4 Trading in the Company’s securities by such persons while in possession of UPSI is known as ‘Insider Trading’. Such Insider Trading gives undue advantage to the persons who do the trade, fuels illegitimate speculation in the prices of the securities on the stock exchanges, erodes investors’ confidence in the integrity of the management. Insider Trading is unethical / immoral and illegal.
- 1.5 Insider Trading is an offence punishable under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“Insider Trading Regulations”) which governs the law relating to Insider Trading. Even communicating or passing on in any manner any UPSI is an offence.
- 1.6 The Insider Trading Regulations mandate every listed company to formulate an internal code of conduct governing dealing in securities of the company by its employees and other connected persons designated on the basis of their functional role in the organization due to which they may have access to UPSI.
- 1.7 In line with the above and in order to comply with the mandatory requirement of the SEBI (Prohibition of Insider Trading) Regulations, 2015, a Code to Regulate, Monitor and Report Trading by Directors, Promoters, Designated Persons and Specified Connected Persons of the Company and Material Subsidiaries of the Company was adopted by the Board of Directors of the Company at its meeting held on 04.05.2024.

## **2. Objective and Scope:**



- 2.1 The objective of this Code is to provide a guidance on various aspects of legal provisions relating to Trading by the Directors, Designated Persons and specified Connected Persons of the Company and Material Subsidiaries for the benefit of and compliance by all concerned, ensuring compliances and best governance practices to be followed, providing guidance to the Audit Committee and the Board of director to ensure a proper system for monitoring and reviewing the compliances.
- 2.2 This Code is intended to provide guidance to the Directors, Designated Persons and specified Connected Persons of the Company and Material Subsidiaries on the policy, pre-clearance, Contra-trade, reporting procedures among other to be followed at the time of dealing in the securities of the Company.
- 2.3 This Code places two sets of restrictions, namely, (i) restriction that applies to all employees of the Company under Clause 5; and (ii) restriction that applies to Designated Persons (as hereinafter defined in this Code) under Clause 8, and seek to prohibit them from trading in the securities of the Company while in possession of UPSI.

Clauses 10 to 14 of this Code, apart from prohibiting Designated Persons from trading in the securities of the Company while in possession of UPSI, prescribes requirement of obtaining pre-clearance and reporting details of trading in the securities of the Company and other obligations of Designated Persons.

- 2.4 In certain cases, the restrictions contained in this Code are stricter than those contained in the Insider Trading Regulations and are intended to preserve the reputation of the Company and the persons to which this Code applies.

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### 3. Definitions:

- 3.1 **'Board'** means Board of Directors of the Company.
- 3.2 **'Code'** means this "IFL Code to Regulate, Monitor and Report Trading by Directors, Promoters, Designated Persons and specified Connected Persons of the Company and Material Subsidiaries of the Company".
- 3.3 **'Company'** means **INDIA FINSEC LIMITED**.
- 3.4 **'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 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;

- 3.5 **'Connected Person'** means 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.
- (i) 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;

3.6 **‘Designated Persons’** means-

- (i) Directors, Promoters (including Promoter Group) and Key Managerial Personnel of the Company and Material Subsidiaries of the Company;
- (ii) Employees up to two levels below Managing Director/Chief Executive Officer of the Company and Material Subsidiaries of the Company;
- (iii) Employees of the Company / Material Subsidiaries of the Company as may be identified by any person falling under (i) and (ii) above, due to access to unpublished price sensitive information; and
- (iv) Any support staff of the Company / Material Subsidiaries of the Company, such as IT staff or secretarial staff or staff of accounting/finance/corporate secretarial department who may have access to UPSI, as may be identified by the Head of the Department.

For the purpose of Compliance of Clause no 5, 8 and 9 of this Code, the term Designated Persons shall include Immediate Relatives of the persons referred to in (i) to (iv) above.

3.7 **‘Director’** means a member of the Board of Directors of the company.

3.8 **‘Generally Available Information’** means information that is accessible to the public on a non-discriminatory basis [and shall not include unverified event or information reported in print or electronic media.

3.9 **‘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;

- 3.10 **‘Insider’** means any person who is:
- (i) a Connected Person; or
  - (ii) in possession of or having access to unpublished price sensitive information.
- 3.11 **Key Managerial Personnel’** means:
- (i) the Chief Executive Officer or the Managing Director or the Manager;
  - (ii) the Company Secretary;
  - (iii) the Whole-time Director;
  - (iv) the Chief Financial Officer;
  - (v) such other officer, not more than one level below the Directors who is in whole-time employment, designated as Key Managerial Personnel by the Board from time to time; and
  - (vi) such other officer as may be prescribed under the Companies Act, 2013.
- 3.12 “Legitimate Purpose” shall include sharing of UPSI 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 Insider Trading Regulations.
- 3.13 **‘Material Subsidiaries’** means Material Subsidiaries as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 3.14 **‘Promoter’ and ‘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.
- 3.15 **‘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.
- 3.16 **‘Securities’** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof which are listed on the Stock Exchanges.
- 3.17 **“Designated Employee”** means employees of the Company and its subsidiaries who are in possession of UPSI other than financial results including but are not limited to amalgamation, takeover, investment/ divestment, corporate restructuring, corporate actions, dividend, change in capital structure, starting / closing of business/unit, major



litigation affecting business, from time to time. Such persons may or may not be Designated Persons.

- 3.18 **‘Stock Exchanges’** means National Stock Exchange of India Limited and BSE Limited or any other stock exchange where the Securities of the Company may be listed.
- 3.19 **‘Trading’** means and includes subscribing, [redeeming, switching,] buying, selling, dealing, or agreeing to subscribe, [redeem, switch,] buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- 3.20 **‘Trading Day’** means a day on which Stock Exchanges are open for trading.
- 3.21 **‘Trading Window Close Period’** means the period during which the Company’s Securities cannot be traded by Designated Persons.
- 3.22 **‘Trading Window’** means the trading period during which the Company’s Securities can be traded either on the stock exchanges or otherwise.
- 3.23 **‘Unpublished Price Sensitive Information or 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; v. Changes in key managerial personnel; and vi. Other matters as may be prescribed by SEBI/considered by the Compliance Officer to be price sensitive from time to time;

Explanation – Speculative Reports in print or electronic media shall not be considered as published information.

All other words and phrases used and not defined in this Code but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

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#### **4. Role of Compliance Officer**

- 4.1 The Board shall appoint Compliance Officer for the purposes of Insider Trading Regulations and the Code. The Company Secretary shall be deemed to be the Compliance Officer if no other executive is designated by the Board for this purpose.
- 4.2 In case of temporary absence of the Company Secretary, a senior executive designated by the Compliance Officer for this purpose shall discharge the functions under this Code.
- 4.3 The Compliance Officer shall be responsible for implementation of this Code including setting forth policies, prescribing procedures, monitoring adherence for preservation of UPSI, pre-clearance of trades and furnishing of periodical reports, among others to the Audit Committee and the Board.
- 4.4 The Compliance Officer shall maintain records of Designated Persons and any changes made to the list of Designated Persons, all the declarations submitted in the appropriate form given by the Designated Persons.
- 4.5 The Compliance Officer shall ensure proper assistance to all the employees / directors of the Company in addressing any clarifications regarding the Insider Trading Regulations and this Code.
- 4.6 The Compliance Officer shall implement punitive measures or disciplinary action prescribed for any violation or contravention of this Code.
- 4.7 The Compliance Officer shall report to the Board and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the chairman of the Board at such frequency as may be stipulated by the Board, but not less than once in a year.
- 4.8 The Compliance Officer shall perform all such duties as provided in the Insider Trading Regulations and as may be prescribed by SEBI, from time to time.

#### **5. Restrictions on all employees of the Company and preservation of UPSI**

- 5.1 **All employees, whether Designated Persons or not, shall:**
  - (a) maintain confidentiality of all UPSI coming into their possession and not disclose UPSI to any other employee who does not need to know the same.
  - (b) not pass on such UPSI to any person, directly or indirectly, including recommendation to trade in Company's Securities.



- (c) not deal in Company's Securities while in possession of UPSI and till expiry of 48 hours after such UPSI becomes Generally Available Information irrespective of whether there is an official announcement of Trading Window or not.
- (d) not deal in securities of any other listed company while in possession of unpublished price sensitive information pertaining to that other company and till expiry of 48 hours after such UPSI becomes Generally Available Information.
- (e) not pass on unpublished price sensitive information pertaining to any other listed company directly or indirectly including recommendation to trade in the securities of that other company.

In case of any doubt / clarification or issue of interpretation of this Code, it shall be the responsibility of any person who is bound by this Code, to seek clarification from the Compliance Officer.

#### 5.2 **Limited access to UPSI:**

- (a) Files / documents / papers / writings containing UPSI shall be kept secure, in such a way that no other person can have access to the same without approval / knowledge / permission of the person in possession of those files / documents / papers / writings.
- (b) Computer files / folders shall have adequate security of login and password, etc.

#### 5.3 **Need to know:**

- (a) All employees who are privy to UPSI shall handle the same only on 'Need to know' basis. 'Need to know' means the UPSI should be disclosed only to those persons who need to know the same in furtherance of their legitimate purposes, performance of duties or discharge of their legal obligations / responsibilities and will not in any manner give rise to conflict of interest or liable for misuse.
- (b) In case any employee receives UPSI inadvertently, it shall be the responsibility of the employee to immediately contact the Compliance Officer and take his guidance about dealing with such information and the UPSI shall not be shared with a third person / used for any other purpose, whatsoever without permission of the Compliance Officer.



In exceptional circumstances i.e. in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, any designated employee may be permitted to ‘cross the wall’ and give UPSI to any person on a ‘need to know’ basis, under intimation to the Compliance Officer.

No insider shall communicate, provide, or allow access to any UPSI, relating to the Company or securities proposed to be listed or listed (as applicable) or, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

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

However, UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction which:

- (a) entails an obligation to make an open offer under the Takeover Regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or
- (b) does not attract the obligation to make an open offer under the Takeover Regulations but where the Board of Directors of the Company is of the informed opinion that the proposed transaction is in the best interests of the Company and the information that constitutes UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

For the above purposes, 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 this Clause and shall not otherwise trade in securities of the Company when in possession of UPSI.

## **6. Chinese-Wall policy for confidentiality of UPSI**

- 6.1 The Company has a ‘Chinese-Wall’ policy separating the departments which routinely have access to UPSI considered as ‘Inside Areas’ (e.g. – Accounts Consolidation Team, Amalgamation/Structuring Team, etc.) (“Inside Areas”) from other departments which are considered as ‘Public Areas’.
- 6.2 Save as provided under Clause 5.3, in terms of the Policy:-



(a) The employees in the Inside Areas shall not allowed to communicate UPSI to any person in the Public Areas.

(b) Employees in Inside Areas shall be physically separated from employees in Public Areas.

7. With respect to the other persons including statutory auditors, cost auditors, internal auditors, consultants, etc. of the Company and its Material Subsidiaries, who have or could reasonably be expected to have access to UPSI and identified by the Compliance Officer in consultation with the Board, from time to time, the Compliance Officer shall obtain necessary disclosures / undertakings from them confirming that they have formulated a code of conduct governing trading in Company's securities by their employees, advisors and others, while in possession of UPSI of the Company.

8. The employees in the Inside Areas shall not communicate any UPSI to any one in public area and may be physically segregated from employees in the public area. Demarcation of various departments as 'inside area' may be implemented by the Audit Committee.

#### 9. **Restrictions on Designated Persons and their Immediate Relatives**

##### 9.1 **The Designated Persons and their Immediate Relatives shall:-**

(a) Not Trade in the Company's Securities during Trading Window Close Period.

(b) Not Trade in derivatives (options and futures) of the Company's Securities at any time.

(c) Seek Pre-clearance of Trades (through Designated Persons for transactions proposed to be executed by Immediate Relatives), as necessary, when Trading Window is not closed.

(d) Not sell Company's Securities within 6 months of last trade in the form of purchase and not trade in the form of purchase Company's Securities within 6 months of last sale. In specific cases, the Compliance Officer may grant relaxation based on facts and circumstances, on an application made in this regard by the concerned Designated Person (procedure detailed in the following paragraphs).

9.2 Employees are permitted to exercise stock options (ESOPs) (if any) granted to them at all times including the time when the trading restrictions are in force. However, sale of shares allotted on exercise of ESOPs (if any) shall not be allowed during the Trading Window Close Period.

9.3 The restriction mentioned in clause 8.1(c) above shall also not apply for participating in buy-back offers, rights issues, bonus, FPO's, etc. of the Securities of the Company.



- 9.4 The trading window restrictions mentioned herein shall not apply in respect of the transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulation 4 the SEBI PIT Regulations 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 of the SEBI PIT Regulations / this Code.

#### **10. Restrictions on Designated Employee**

- 10.1 Designated Employee and their Immediate Relatives should not Trade in the Company's Securities during Trading Window Close Period for other types of UPSI, notified to them.
- 10.2 Notwithstanding the fact that a Trading Window Close Period for other types of UPSI has not been notified, a Special Category shall not Trade in the Company's Securities from the time he/she comes in possession of UPSI till 48 hours after the UPSI becomes a Generally Available Information.

#### **11. Trading Window Close Period**

- 11.1 The Compliance Officer shall notify the Trading Window Close Period for different types of UPSI.
- 11.2 Trading Window Close Period for financial results

In respect of declaration of financial results of the Company for a quarter (reporting quarter), the Trading Window Closure Period shall commence from 1<sup>st</sup> day of the quarter subsequent to the reporting quarter and end 48 hours after such financial results become Generally Available Information.

- 11.3 Trading Window Close Period for other types of UPSI

The Trading Window Close Period shall be determined by the Compliance Officer based on the type of UPSI. The Trading Window shall open 48 hours after the UPSI becomes Generally Available Information.

- 11.4 The Compliance Officer shall notify the Designated Persons and Designated Employee concerned the Trading Window Close Period applicable to such persons.

#### **12. Pre-clearance of Trades when Trading Window is not closed**

- 12.1 Designated Persons should obtain pre-clearance for their proposed Trades (including proposed trades by their Immediate Relatives) if (i) the likely value of such proposed Trade; or (ii) the likely value of such proposed Trade together with the value of the prior Trades, if any, executed during a calendar quarter exceeds Rs. 1 Crore.



For determining the value of Rs. 1 Crore as above, the value of all trades in Securities of the Company should be aggregated.

Exercise of ESOP (if any), shall not be considered as Trading. However, disclosure under Clause 14 herein have to be submitted.

- 12.2 The application for pre-clearance shall be made in the prescribed form (Form 1.1), to the Compliance Officer seeking pre-clearance of trade.
- 12.3 No Designated Person shall apply for pre-clearance of any proposed Trade if such Designated Person (or concerned Immediate Relative for whom pre-clearance is being applied) is in possession of any UPSI even if there has been no official announcement of Trading Window Close Period.
- 12.4 The Compliance Officer shall grant approval or reject the application within 2 (two) days of receipt of the application for pre-clearance (Form 1.2.). The application can be rejected only if the Compliance Officer is of the opinion that the approval would result in breach of this Code or the Insider Trading Regulations.
- 12.5 Designated Persons (including their Immediate Relatives) shall execute the Trades for which pre-clearance has been obtained within 7 (seven) Trading Days of such approval. The details of the Trades executed should be communicated to the Compliance Officer in the prescribed form (Form 1.3), within 2 (two) Trading Days thereof.
- 12.6 Pre-clearance approval shall lapse (i) if Trading Window Close Period is announced or (ii) if the Trades are not executed within the period stipulated therein. Even if the same proposed Trades are to be executed by the Designated Person, he should seek fresh pre-clearance.
- 12.7 Pre-clearance, if any, required for the Compliance Officer, shall be obtained from the Chairman or Managing Director of the Company and the above provisions shall apply accordingly.
- 12.8 The Pre-clearance granted would, however, become void with immediate prospective effect if a Trading Window Close Period is notified during the validity of the pre-clearance.

### **13. Contra trades in Company's Securities**

- 13.1 The Compliance Officer shall grant approval or reject the application within 2 (two) Days of receipt of the application for granting relaxation (Form 1.5).



13.2 Designated Persons shall not enter into any Trade to sell any of Company’s Securities within 6 months of a Trade in the form of purchase transaction and similarly shall not enter into any Trade to purchase any of the Company’s Securities within 6 months of a Trade in the form of sale transaction (Contra trades).

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## **PREVENTION OF MISUSE OF “UNPUBLISHED PRICE SENSITIVE INFORMATION”:**

All Designated Persons and their Immediate Relatives shall be subject to Trading restrictions enumerated herein. As a general overriding rule, no Insider shall trade in Securities of the Company when in possession of UPSI. When a person who is in possession of UPSI, has traded in Securities, his trades would be presumed to be motivated by the knowledge and awareness of such information in his possession.

### **14. Trading plans**

- 14.1 The Designated Persons shall be entitled to formulate a trading plan, to plan for trades to be executed during a period of not less than 12 months, and submit it to the Compliance Officer for approval and thereafter for public disclosure pursuant to which trades may be carried out on behalf of such person in accordance with such plan.
- 14.2 The Compliance Officer shall review such trading plan and ensure that the trading plan does not violate any of the provisions contained in the Insider Trading Regulations.
- 14.3 The Compliance Officer shall grant approval or reject the trading plan within two Trading Days of receipt of such trading plan, disclose the same to the Stock Exchanges and monitor its implementation.
- 14.4 Such trading plan once approved, as aforesaid, is irrevocable and such Designated Persons shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the Securities of the Company outside the scope of the trading plan.
- 14.5 The implementation of the trading plan shall not be commenced by the Designated Persons, if any UPSI in his/her possession at the time of formulation of the plan has not become Generally Available Information at the time of commencement of implementation of such plan.
- 14.6 In such event, as aforesaid, the Compliance Officer shall confirm that the commencement ought to be deferred until such UPSI becomes Generally Available Information.
- 14.7 The Designated Persons shall ensure that the trading plan shall:
  - i. Not entail commencement of trading on his/her behalf earlier than six months from the date of public disclosure of the trading 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 to be announced by the Company and 48 hours after 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. sets 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.

14.8 The above restriction is not applicable for exercise of ESOP (if any). This restriction is also not applicable for participating in buy-back offers, rights issues, bonus, subscription to Public Issue, etc., of the Securities of the Company.

14.9 In specific cases, the Compliance Officer may grant relaxation from strict application of Clause 12.1 for reasons to be recorded in writing.

14.10 For seeking a relaxation, the Designated Person should make an application in the prescribed form (Form 1.4) and provide proper justification for seeking such relaxation.

## **15. Disclosures and Reporting of Trades**

15.1 Each Designated Persons is required to sign and return to the Compliance Officer an undertaking to comply with the Code. The form of the undertaking is attached as Annexure I.

15.2 Promoters and Designated Persons shall disclose their holding and the holding of their Immediate Relatives and of any other person for whom such person takes trading decisions, of the Company's Securities in the prescribed form (Form B) within 7 (seven) days of becoming a Promoter or a Designated Person.

15.3 Any change in Immediate Relatives and any other persons for whom the Promoter and Designated Person takes trading decisions should be intimated within 7 (seven) days of such change.

15.4 Promoters and Designated Persons shall disclose the number of Company's Securities acquired or disposed of by them and their Immediate Relatives and by any other person for whom such person takes trading decisions within 2 (two) Trading Days of such



transaction, if the value of the Securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 lakh. The Compliance Officer shall submit such disclosure to the Stock Exchanges within two trading days from the date of receipt of such disclosure in (Form 1.6).

- 15.5 Promoters/ Promoters Group and Designated Persons shall disclose details of the Trades executed by them and their Immediate Relatives and by any other person for whom such person takes trading decisions, of the Company's Securities in the prescribed form (Form 1.7) during the half year ended on September 30<sup>th</sup> and March 31<sup>st</sup> of each year within 30 days from the end of the half year.
- 15.6 No half-yearly disclosure need to be submitted, if there are no trades during the half-year.
- 15.7 Annual disclosure, in the prescribed form [Form 1.8], by Designated Persons furnishing the total number of Securities held by them and their Immediate Relatives as at the end of the financial year of the Company, shall be submitted within 30 days from the end of financial year. This annual disclosure is mandatory and should be submitted even if no Security is held by the Designated Persons and their Immediate Relatives.

#### **16. Penalty for Contravention of Code**

- 16.1 Any Designated Person who or whose Immediate Relative violates this Code shall be liable for penalty as may be decided by the Audit Committee of the Board of Directors. Such Designated Person shall also be liable to disciplinary action including but not limited to warning letter, wage freeze suspension, ineligibility for future participation in ESOPs (if any), withholding of promotions, etc as may be considered appropriate by the Audit Committee.
- 16.2 Any Designated Person who or whose Immediate Relative executes a contra trade, inadvertently or otherwise, in violation of Clause 12 of the Code, the profits from such trade shall be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by the SEBI Board under the Securities and Exchange Board of India Act, 1992.
- 16.3 Under Section 15G of the Securities and Exchange Board of India Act, 1992, any person violating the Code is liable for a penalty up to Twenty-five crore rupees or three times the amount of profits made out of insider trading, whichever is higher.
- 16.4 Anyone who contravenes the Insider Trading Regulations shall also be additionally liable for appropriate action under applicable provisions of applicable laws.



16.5 Any employee or Designated Person who violates this Code may invite penalty and prosecution as a criminal offence under Insider Trading Regulations.

16.6 Intimation to Stock Exchange(s)  
The Company shall inform Stock Exchange(s) of every violation of this Code.

**17. Clarifications**

Any clarification on this Code can be obtained from the Compliance Officer.

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## **Annexure I**

(Pursuant to Clause 14.1 of the Code to Regulate, Monitor and Report Trading By Directors, Promoters, Designated Employees and Specified Connected Persons of the Company and Material Subsidiaries of the Company)

### **Undertaking**

I, \_\_\_\_\_, as Director / Promoter / KMP/ Designated Person / Specified Connected Person of the Company / Material Subsidiary of the Company hereby undertake to comply with the provisions of IFL Code to Regulate, Monitor and Report Trading By Directors, Promoters, Designated Employees and Specified Connected Persons of the Company and Material Subsidiaries of the Company.

Name &

Signature:

Designation:

Date:

Place:



**Form 1.1**

**APPLICATION FOR PRE-CLEARANCE APPROVAL**

(Pursuant to Clause 11.2 of the IFL Code to Regulate, Monitor and Report Trading By Directors, Promoters, Designated Employees and Specified Connected Persons of the Company and Material Subsidiaries of the Company)

Application No. \_\_\_\_\_

Date: \_\_\_\_\_

The Compliance Officer,  
INDIA FINSEC LIMITED

Dear Sir,

Sub: Application for pre-clearance of Trade

I, \_\_\_\_\_, Director / Promoter / Designated Employee / Specified Connected Person of the Company / \_\_\_\_\_, seek approval as per details given below:

**I. Securities other than Derivatives:**

Securities Held			Trade Proposed		
By [Self or Immediate Relative (IR), if IR mention Name and relationship]	Type (Shares, Warrants, Convertible Securities, etc.	Nos.	Type (Acquisition/ Disposal)	Nos.	Mode (Market/ Others)
Self					
IR1					
IR2					
IR3					
IR4					



## II. Derivatives:

Contracts			Trade Proposed	
By [Self or Immediate Relative (IR), if IR mention Name and relationship]	Type (Futures or Options, etc.)	No. of Units (contracts* Lot size)	Type (Buy/Sell)	No. of Units (contracts* Lot size)
Self				
IR1				
IR2				
IR3				
IR4				

**Undertaking to be submitted along with the application for pre-clearance of trade:**

**In relation to the above dealing, I represent and undertake that:**

- a) I have no access to nor do I have any information that could be construed as “Unpublished Price Sensitive Information” up to the time of signing this undertaking;
- b) In the event that I have access to or received any information that could be construed as “Unpublished Price Sensitive Information” after 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;
- c) I have not contravened any provisions of the Code;
- d) I have made full and true disclosure in the matter;
- e) The information given above is true and correct

Yours faithfully,

Signature: \_\_\_\_\_

Name: \_\_\_\_\_



**Form 1.2**

**APPROVAL FOR PRE-CLEARANCE APPLICATION**

(Pursuant to Clause 11.4 of the IFL Code to Regulate, Monitor and Report Trading By Directors, Promoters, Designated Employees and Specified Connected Persons of the Company and Material Subsidiaries of the Company)

To

Name: \_\_\_\_\_

Dear Sir/Madam,

Sub: Approval for pre-clearance to trade

Ref: Your application No. \_\_\_\_\_ dated \_\_\_\_\_

This has reference to your above mentioned application.

Your proposal to trade as below is hereby approved:

**I. Securities other than Derivatives:**

Securities Held			Trade Proposed		
By [Self or Immediate Relative (IR), if IR mention Name and relationship]	Type (Shares, Warrants, Convertible Securities, etc.	Nos.	Type (Acquisition/ Disposal)	Nos.	Mode (Market/ Others)
Self					
IR1					
IR2					
IR3					
IR4					



## II. Derivatives:

Contracts			Trade Proposed	
By [Self or Immediate Relative (IR), if IR mention Name and relationship]	Type (Futures or Options, etc.)	No. of Units (contracts* Lot size)	Type (Buy/Sell)	No. of Units (contracts* Lot size)
Self				
IR1				
IR2				
IR3				
IR4				

The above approval is valid for 7 Days from today.

You are advised to ensure that the trade executed by you is in full compliance with the Code to Regulate, Monitor and Report Trading By Directors, Promoters, Designated Employees and Specified Connected Persons of the Company and Material Subsidiaries of the Company (Code) as also SEBI (Prohibition of Insider Trading) Regulations, 2015.

Please ensure that after the trade is executed, report the same to the Compliance Officer, by filling Form 1.3 within two Trading Days from the date of execution of the trade.

For INDIA FINSEC LIMITED

Compliance Officer

Date:



**Form 1.3**

**DISCLOSURE OF TRADE EXECUTED**

(Pursuant to Clause 11.5 and 14.4 of the IFL Code to Regulate, Monitor and Report Trading By Directors, Promoters, Designated Employees and Specified Connected Persons of the Company and Material Subsidiaries of the Company)

To  
The Compliance Officer  
INDIA FINSEC LIMITED

Ref: Preclearance No. \_\_\_\_\_ [If

applicable] I give below the details of trade:

**I. Securities other than Derivatives:**

By [Self or Immediate Relative (IR), if IR mention Name and relationship]	Type of Security (Shares/ Debentur es)	Mode of acquisition / disposal [on market/ ESOP (if any)/ Others (specify)* ]	If Market, mention Exchange through which traded	No of Securit y	Date of Allotmen t Advice	Date(s) of Trading		Value (Rs.)	Date of Intimatio n to the Company
						From	To		
Self									
IR1									
IR2									
IR3									
IR4									

\*public/rights/preferential offer/ off market/ transfer within accounts, etc.



**Derivatives:**

By [Self or Immediate Relative (IR), if IR mention Name and relationship]	Trading in derivatives (specify type of contract, futures or options, etc.)						Exchange on which traded
	Type of contract	Contract Specifications	Buy		Sell		
			Notiona l Value	Number of units (contracts * lot size)	Notiona l Value	Number of units (contracts * lot size)	
Self							
IR1							
IR2							
IR3							
IR4							

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Date :



**APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD AND RESTRICTION ON TRADE**

(Pursuant to Clause 12.5 of the IFL Code to Regulate, Monitor and Report Trading By Directors, Promoters, Designated Employees and Specified Connected Persons of the Company and Material Subsidiaries of the Company)

Date: \_\_\_\_\_

To  
The Compliance  
Officer  
  
INDIA FINSEC  
LIMITED

Sub: Application for waiver of minimum holding period and / or restriction on Trade

I, \_\_\_\_\_, Director / Promoter / Designated Employee / Specified Connected Person of the Company / \_\_\_\_\_, seek approval for executing a sale transaction of the below securities, which if executed, would result in non-compliance of Clause 12.1 of the Code to Regulate, Monitor and Report Trading By Directors, Promoters, Designated Employees and Specified Connected Persons of the Company and Material Subsidiaries:

**I. Securities other than Derivatives:**

Securities Held			Trade Proposed		
By [Self or Immediate Relative (IR), if IR mention Name and relationship]	Type (Shares, Warrants, Convertible Securities, etc.	Nos.	Type (Acquisition/ Disposal)	Nos.	Mode (Market/ Others)
Self					
IR1					
IR2					
IR3					
IR4					



**II. Derivatives:**

<b>Contracts</b>			<b>Trade Proposed</b>	
<b>By</b> [Self or Immediate Relative (IR), if IR mention Name and relationship]	<b>Type</b> <b>(Futures or</b> <b>Options,</b> <b>etc.)</b>	<b>No. of Units</b> <b>(contracts*</b> <b>Lot size)</b>	<b>Type</b> <b>(Buy/Sell)</b>	<b>No. of Units</b> <b>(contracts*</b> <b>Lot size)</b>
Self				
IR1				
IR2				
IR3				
IR4				

I have to execute the trade [give reasons - such as these equity shares have been allotted by the Company under ESOS which are funded by \_\_\_\_\_].

I hereby declare that:

- (i) I am not presently in possession of Unpublished price Sensitive Information;
- (ii) In the event if I get access to any Unpublished Price Sensitive Information before the validity of this approval and before executing trade for which approval is given, I undertake that I shall not execute the trade until such Unpublished Price Sensitive Information in my possession becomes generally available

Yours faithfully,

Signature \_\_\_\_\_



**Form 1.5**

**WAIVER OF MINIMUM HOLDING PERIOD AND RESTRICTION ON TRADE**

(Pursuant to Clause 12.1 of the IFL Code to Regulate, Monitor and Report Trading By Directors, Promoters, Designated Employees and Specified Connected Persons of the Company and Material Subsidiaries of the Company)

To

Name: \_\_\_\_\_

Designation: \_\_\_\_\_

Dear Sir/Madam,

Sub: Approval for waiver of minimum holding period and / or restriction on trade Ref: Your application No. \_\_\_\_\_ dated \_\_

This has reference to your application number cited under reference on the above.

We hereby approve your application to trade as below:

**I. Securities other than Derivatives:**

Securities Held			Trade Proposed		
By [Self or Immediate Relative (IR), if IR mention Name and relationship]	Type (Shares, Warrants, Convertible Securities, etc.	Nos.	Type (Acquisition/ Disposal)	Nos.	Mode (Market/ Others)
Self					
IR1					
IR2					
IR3					
IR4					



## II. Derivatives:

Contracts			Trade Proposed	
By [Self or Immediate Relative (IR), if IR mention Name and relationship]	Type (Futures or Options, etc.)	No. of Units (contracts* Lot size)	Type (Buy/Sell)	No. of Units (contracts* Lot size)
Self				
IR1				
IR2				
IR3				
IR4				

The above approval is valid for 7 Trading Days from today.

You are advised to ensure that the trade executed by you complies with the Code to Regulate, Monitor and Report Trading By Directors, Promoters, Designated Employees and Specified Connected Persons of the Company and Material Subsidiaries (Code) except the waiver given by this communication as also SEBI (Prohibition of Insider Trading) Regulations, 2015.

Please ensure that after the trade is executed, report the same to the Compliance Officer, by filling Form 1.3 within two Trading Days from the date of execution of sale.

For INDIA FINSEC LIMITED

Compliance Officer



(Pursuant to Clause 14.4 of the Code to Regulate, Monitor and Report Trading By Directors, Promoters, Designated Employees and Specified Connected Persons of the Company and Material Subsidiaries of the Company)

**FORM C**  
**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7(2) read with Regulation 6(2) – Continual disclosure]**

Name of the company: \_\_\_\_\_  
 ISIN of the Company: \_\_\_\_\_

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

Name, PAN, CIN/ DIN & addresses with contact nos.	Category of person (Promoters/ KMP/ Directors/ immediate relative to/ others, etc.)	Securities held prior to acquisition/ disposal		Securities acquired / Disposed				Securities held post acquisition / disposal		Date of allotment advice/ acquisition of shares / sale of shares specify		Date of intimation to company	Mode of acquisition/ disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs (if any), etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures, etc.)	No. and % of shareholding	Type of security (for e.g.- Shares, Warrants, Convertible Debentures, etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge/ Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures, etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

*IFL Code to regulate, monitor and report trading by directors, promoters, designated employees and specified connected persons of the company and material subsidiaries of the company*



Loan in 3 days

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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



**Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2)**

Trading in derivatives (Specify type of contract, Futures or Options, etc)						Exchange on which the trade was executed
Type of Contract	Contract Specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name & Signature: Designation:

Date:

Place:

*IFL Code to regulate, monitor and report trading by directors, promoters, designated employees and specified connected persons of the company and material subsidiaries of the company*



**Form 1.7**

(Pursuant to Clause 14.5 of the Code to Regulate, Monitor and Report Trading By Directors, Promoters, Designated Employees and Specified Connected Persons of the Company and Material Subsidiaries of the Company)

HALF-YEARLY DISCLOSURE

A Disclosure of securities held by the Director / Promoter / Designated Employees / Specified Connected Person of the company and Material Subsidiary

Name:

Category: Director / Promoter / Designated Employees / Specified Connected Person of the Company and Material Subsidiaries of the Company

**I. Securities other than Derivatives:**

By [Self or Immediate Relative (IR), if IR mention Name and relationship]	Type of Security (Share / Debenture)	Securities			
		Held at the beginning of the half-year	Acquired	Disposed	Held at the end of the half- year
1	2	3	4	5	6
Self					
IR1					
IR2					
IR3					
IR4					

*IFL Code to regulate, monitor and report trading by directors, promoters, designated persons and specified connected persons of the Company and material subsidiaries of the Company*



**II. Derivatives:**

By [Self or Immediate Relative (IR), if IR mention Name and relationship]	Type of Contract (Futures or Options, etc.)	Contracts			
		Number of units (contracts * lot size) at the beginning of the year	Bought	Sold	Number of units (contracts * lot size) at the end of the year
1	2	3	4	5	6
Self					
IR1					
IR2					
IR3					
IR4					

**Signature:**

**Date:**



## **Form 1.8**

(Pursuant to Clause 14.7 of the Code to Regulate, Monitor and Report Trading By Directors, Promoters, Designated Employees and Specified Connected Persons of the Company and Material Subsidiaries of the Company)

### ANNUAL DISCLOSURE

A Disclosure of securities held by the Director / Promoter / Designated Employees / Specified Connected Person of the company and Material Subsidiary

Category: Director / Promoter / Designated Employees / Specified Connected Person of the Company and Material Subsidiaries of the Company

1. Full Name of Designated Person	
2. EC No.	
3. Permanent Account Number (PAN) / Details of other identifier (only if PAN is not allotted to you)	
4. Phone No. (with ISD / STD Code)	
5. Mobile No. (10 digit number)	

<b>6. Details of your Immediate Relative 1</b>	
Name	
Relationship	
Permanent Account Number / Details of other identifier (only if PAN is not allotted to you)	
Phone No. (with ISD / STD Code)	
Mobile No. (10 digit number)	

***IFL Code to regulate, monitor and report trading by directors, promoters, designated persons and specified connected persons of the Company and material subsidiaries of the Company.***



Loan in 3 days

<b>7. Details of your Immediate Relative 2</b>	
Name	
Relationship	
Permanent Account Number / Details of other identifier (only if PAN is not allotted to you)	
Phone No. (with ISD / STD Code)	
Mobile No. (10 digit number)	

<b>8. Details of your Immediate Relative 3</b>	
Name	
Relationship	
Permanent Account Number / Details of other identifier (only if PAN is not allotted to you)	
Phone No. (with ISD / STD Code)	
Mobile No. (10 digit number)	

<b>9. Details of your Immediate Relative 4</b>	
Name	
Relationship	
Permanent Account Number / Details of other identifier (only if PAN is not allotted to you)	
Phone No. (with ISD / STD Code)	
Mobile No. (10 digit number)	

<p>10. Have you given any loan or gift or made any kind of payment for/on behalf of any other person equivalent to at least 25% of your annual income, in last twelve months?</p>
---

***IFL Code to regulate, monitor and report trading by directors, promoters, designated persons and specified connected persons of the Company and material subsidiaries of the Company***



Loan in 3 days

11. Please confirm whether the transaction(s) mentioned at sr. no. 11 above was/were entered on an arms length basis?	
12. Number of transactions which were not entered at an arms length basis	

Details of Transaction 1	
Name	
Relationship	
Permanent Account Number / Details of other identifier (only if PAN is not allotted to you)	
Phone No. (with ISD / STD Code)	
Mobile No. (10 digit number)	
Period of Transaction (optional if no such transaction has been entered into)	

Details of Transaction 2	
Name	
Relationship	
Permanent Account Number / Details of other identifier (only if PAN is not allotted to you)	
Phone No. (with ISD / STD Code)	
Mobile No. (10 digit number)	
Period of Transaction (optional if no such transaction has been entered into)	

- (a) Names of educational institutions from which you graduated (Institution and Degree)**
- 1.
  - 2.
  - 3.
  - 4.

***IFL Code to regulate, monitor and report trading by directors, promoters, designated persons and specified connected persons of the Company and material subsidiaries of the Company***



**(b) Names of your past employers (Employer, Designation and Tenure)**

- 1.
- 2.
- 3.
- 4.

**I. Securities other than Derivatives:**

By [Self or Immediate Relative (IR), if IR mention Name and relationship]	Type of Security (Share / Debenture)	Securities			
		Held at the beginning of the year	Acquired	Disposed	Held at the end of the year
1	2	3	4	5	6
Self					
IR1					
IR2					
IR3					
IR4					

**II. Derivatives:**

By [Self or Immediate Relative (IR), if IR mention Name and relationship]	Type of Contract (Futures or Options, etc.)	Contracts			
		Number of units (contracts * lot size) at the beginning of the year	Bought	Sold	Number of units (contracts * lot size) at the end of the year
1	2	3	4	5	6
Self					
IR1					
IR2					
IR3					
IR4					

**Signature:**

**Date:**

*IFL Code to regulate, monitor and report trading by directors, promoters, designated persons and specified connected persons of the Company and material subsidiaries of the Company*



**II. Derivatives:**

By [Self or Immediate Relative (IR), if IR mention Name and relationship]	Type of Contract (Futures or Options, etc.)	Contracts			
		Number of units (contracts * lot size) at the beginning of the Half-year	Bought	Sold	Number of units (contracts * lot size) at the end of the Half-year
1	2	3	4	5	6
Self					
IR1					
IR2					
IR3					
IR4					
By [Self or Immediate Relative (IR), if IR mention Name and relationship]	Type of Contract (Futures or Options, etc.)	Contracts			
1	2	Number of units (contracts * lot size) at the beginning of the year	Bought	Sold	Number of units (contracts * lot size) at the end of the year
Self					
IR1					
IR2					
IR3					
IR4					

**Signature:**

**Date:**

*IFL Code to regulate, monitor and report trading by directors, promoters, designated persons and specified connected persons of the Company and material subsidiaries of the Company*



## FORM B

**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7(1)(b) read with Regulation 6(2) – Disclosure on becoming a Promoter/Designated Person/KMP/Director/Designated Person]**

Name of the Company: INDIA FINSEC LIMITED

ISIN of the Company: INE869I01013

**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or Designated Person of a listed company and other such persons as mentioned in the Regulation 6(2)**

Name, Pan, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP/ Directors/ immediate relative to/ others, etc.)	Date of appointment of Director/ KMP or Date of becoming Promoter	Securities held as on the date of regulation coming into force		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures, etc.)	No.	
1	2	3	4	5	6

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

*IFL Code to regulate, monitor and report trading by directors, promoters, designated persons and specified connected persons of the Company and material subsidiaries of the Company*



Loan in 3 days

**Details of Open Interest (OI) in derivatives on the company held on appointment by of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or Designated Person and other such persons as mentioned in Regulation 6(2)**

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		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name &

Signature:

Designation:

Date:

Place:

*IFL Code to regulate, monitor and report trading by directors, promoters, designated persons and specified connected persons of the Company and material subsidiaries of the Company*