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## 1. INTRODUCTION

This Document briefly addresses the salient features of Insider Trading norms for IREP Credit Capital Pvt. Ltd. ("The Company"). The code of conduct on Insider trading should be complied by all employees both in letter and spirit and also with the existing regulations on Insider Trading. Any lapse or non-compliance of the code will be viewed seriously and action will be taken by the Board. The code of conduct will be appropriately updated to comply with the regulatory requirements as applicable from time to time.

## 2. APPLICABILITY/ SCOPE:

- (i) The code of conduct shall apply to all secondary market dealings in securities.
- (ii) The code is applicable to all secondary market dealings in securities by the Employee and financially dependent relatives (Relative – means a person as defined in section 6 of the Companies Act 1956) of Employee including spouse, parents, children, siblings and entities whose decisions the Employee can influence. (Hereinafter collectively referred to as "dependents") The onus of reporting for all such persons is on the employee.

## 3. DEFINITIONS:

In this Code, unless the context otherwise requires,

"**Code**" means IREP - Code of Conduct for Prevention of Insider Trading, as modified from time to time in compliance with the regulation on Insider Trading prevailing with in the India.

"**SEBI**" means the Securities and Exchange Board of India.

"**Regulations**" means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

"**Compliance Officer**" means the officer appointed/designated by the Company as Compliance officer.

"**Dealing in Securities**" means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in the Securities by any person, either as principal or agent.

"**Dependent Family Members**" mean the spouse, dependent parents and dependent children of the Employees.

"**Employee**" means employee of IREP including directors,

"**Grey List**" shall have the meaning as described thereto in this Code.

"**Price Sensitive Information**" as defined under the Code and means any information, which relates directly or indirectly to the Company, and which if published is likely to materially affect the price of Securities, and without limitation include the following:

- (i) periodical financial results;
- (ii) intended declaration of dividends (both interim and final)
- (iii) issue of Securities or buy-back of Securities;
- (iv) undertaking of new business; amalgamation, mergers or takeovers;

- (v) disposal of the whole or substantial part of the undertaking;

All the remaining definition shall be as per Regulation on Insider Trading.

#### **4. CODE OF CONDUCT**

- (i) All securities purchased by the employee/ his/her dependents will have minimum holding period of 30 days from the date of purchase
- (ii) The holding period shall not apply to purchases in the Primary market (IPOs).
- (iii) In case the sale is necessitated by personal emergency, the MD/ Compliance Officer / Compliance Head may waive the holding period after recording in writing, the reasons in this regard. The request should be sent across in prescribed format – Form A. Noting of such exceptions will be periodically reported to Board for their reference.
- (iv) Every employee, at the time of joining, shall disclose to the Compliance Officer details of his current holdings in securities. This disclosure is also required for securities held by dependents. Records of securities at the time of joining and exit will be maintained by the HR / Admin Department
- (v) Every Employee is required to read and understand the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and any revisions thereof. For any clarification and doubts they may approach the Compliance officer of the company. Complying with the code will be responsibility of all employees.
- (vi) An Employee is restrained from dealing in/providing advice on securities of which he/she is in possession of unpublished price sensitive information, engage in front running, or short-selling a stock deal in securities figuring in the Company's restricted list.

#### **5. REPORTING**

- (i) The Employee has to compulsorily report all transactions conducted by the him/her (including those of his dependents). Pre-clearance would be obtained for trades in securities in excess of Rs. 2, 00,000/- (daily aggregate i.e. total buy or sell or both). Approval needs to be obtained from the Compliance officer. The approval will be valid for a period of two days. No trade in grey list should happen irrespective of amount of transactions.
- (ii) The reporting has to be in the attached format – Form A to the Compliance Officer.
- (iii) Every employee has to submit a half yearly (ending September and March) report of all transactions in securities undertaken by employee or his/her dependents during that period, as per attached format - Form "B" within 15 days from the end of the period – i.e. by October 15 & April 15 every year.
- (iv) Statement of holding. The report needs to be submitted at the time of joining stating the holding by the employee or his/her dependents at the time of joining and as on 31st March every year. Format of report is attached in Form C.

## **6. ACTIONS IN CASE OF NON - COMPLIANCE OF CODE OF CONDUCT**

Company has all right to take action against the employee in case it is found that employee has violated any provision of Insider Trading Regulation or policy/sop of the company. Any employee/director/key managerial personnel who trades in securities or communicates any information for trading in securities, in contravention of the code of conduct may be penalized and the company may take appropriate action. The action by the company shall not preclude SEBI from taking any action in case of Violation of SEBI (Prohibition of Insider Trading), Regulations, 2015 and any amendment thereof from time to time. Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015. In case it is observed by the company/Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, Board will take immediate action on it.

**Specimen Format of Form A**

**Personal Account Dealing**

Name of the employee: \_\_\_\_\_ Employee Code: \_\_\_\_\_

Department: \_\_\_\_\_ Location: \_\_\_\_\_

Broker Name: \_\_\_\_\_ Trading Code: \_\_\_\_\_

DP Name: \_\_\_\_\_ DP & Client ID: \_\_\_\_\_

Deal in the name of (a/c code and name):  
\_\_\_\_\_

(In case dealings of dependents, relatives, siblings, spouse, child/children, etc.)

To: Managing Director / Compliance Officer / Compliance Head

I request your approval for effecting the following transaction/s

<b>Purchase / Sale</b>	<b>Name of Securities</b>	<b>Qty</b>	<b>Approximate Consideration</b>	<b>Granted / Denied</b>

I declare that I have complied with the requirement of pre-clearance of trades, wherever applicable and the minimum holding period of 30 days in respect of securities sold.

Undertaking:

- I hereby declare that I am making these investments based on my own study and I have not received any information on above investment from any dealer / director / research staff of the Company.
- I do not have any access or have not received any "Price Sensitive Information" up to the time of signing the undertaking.
- In case I have access to or receive any "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the compliance officer of the change in my position and that I would completely refrain from dealing in the securities of the company till the time such information becomes public.
- I have not contravened the code of conduct for prevention of insider trading as specified by the Company from time to time.
- I have made a full and true disclosure in the above matter.

Name and Signature of Employee : \_\_\_\_\_

Approved By: \_\_\_\_\_

Designation of Approver: \_\_\_\_\_

Date:

**Note:** This form has to be submitted in duplicate. After relevant approval, original will be returned to the employee and copy retained by the Compliance Officer. Approval is valid for one week

**Specimen Format of Form B**

Report of Securities transaction for the Half year ended on \_\_\_\_\_

**Personal Account Dealing**

Name of the employee: \_\_\_\_\_ Employee Code: \_\_\_\_\_

Department: \_\_\_\_\_ Location: \_\_\_\_\_

Broker Name: \_\_\_\_\_ Trading Code: \_\_\_\_\_

DP Name: \_\_\_\_\_ DP & Client ID: \_\_\_\_\_

To: The Compliance Officer

I request you to note that the following transactions were effected by me:

<b>Date of Transaction</b>	<b>Mode of Acquisition</b>	<b>Scrip Name</b>	<b>No of Securities</b>	<b>Price &amp; Total Consideration</b>
<b>Purchased</b>				
<b>Sold</b>				

**Note:**

1. This form has to be submitted with a copy of the permissions (if any) obtained in Form "A".
2. Please submit multiple forms, for dealings in a/c of dependents, relatives, siblings, spouse, child / children, etc.
3. I have made a full and true disclosure in the above matter.

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

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

**Specimen Format of Form C**

Report of Securities held as on \_\_\_\_\_

Name of the employee: \_\_\_\_\_

Employee Code: \_\_\_\_\_

Department: \_\_\_\_\_

Location: \_\_\_\_\_

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

DP & Client ID: \_\_\_\_\_

To: The Compliance Officer

I request you to note that the following securities are held by me, in name of \_\_\_\_\_

\_\_\_\_\_ (Please mention name of dependents, relatives, spouse, child / children)

<b>Sr. No.</b>	<b>Mod e of acquisition (Primary/Secondary/ESOP)</b>	<b>Scrip Name</b>	<b>No. of Securities</b>

**Note:**

1. This form has to be submitted immediately on joining the Company and on an Annual basis (March every year).
2. Please submit multiple forms, for dealings on a/c of dependents, relatives, siblings, spouse, children, etc.
3. I have made a full and true disclosure in the above matter.

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

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



**Specimen format for Form D**

Report of Securities held as on \_\_\_\_\_

Name of Analyst: \_\_\_\_\_

Employee Code: \_\_\_\_\_

Department: \_\_\_\_\_

Location: \_\_\_\_\_

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

DP & Client ID: \_\_\_\_\_

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

To: The Compliance Officer

I request you to note that the following securities are held by me, in name of \_\_\_\_\_

\_\_\_\_\_ (Please mention name of dependents, relatives, spouse, child / children)

<b>Sr. No.</b>	<b>Mode of acquisition (Primary/Secondary/ESOP)</b>	<b>Scrip Name</b>	<b>No. of Securities</b>

**Note:**

1. This form has to be submitted by analyst disclosing the securities held prior to initiation of Research on a listed co.
2. Please submit multiple forms, for dealings in a/c of dependents, relatives, siblings, spouse, children, etc.
3. I have made a full and true disclosure in the above matter.

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

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

**Declaration Form**

Dear Sir/s,

Re: Code of Conduct for Prevention of Insider Trading: and Dealing in Securities:

I confirm having read, understood the code of conduct of the Company relating prevention of Insider trading and dealing in securities.

I believe that the success of our business and organization is dependent on good corporate practices and professional code of conduct that I adopt. I confirm that I will comply with applicable laws and regulations and avoid situations in which my personal interest might conflict and/or appear to conflict with the companies or its customers interest.

I will keep customer relationship confidential, conduct business prudently and not take undue financial advantage of my personal position/by virtue of my affiliation with the Company

I confirm that I will not abuse the trust placed in me as a responsible employee of this organization and will demonstrate the highest standards of integrity. Any breach would be considered as grounds for disciplinary action, and could include dismissal from employment of the company, irrespective of whether proceedings are instituted under any relevant regulation or legislation by the authorities.

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

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

**Emp. Code** : \_\_\_\_\_

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

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