

CODE OF CONDUCT AND POLICY FOR PREVENTION OF INSIDER TRADING

The Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, was amended on 22nd February 2002 (hereinafter referred to as “Regulations”) in terms of which a Stock Broker is required, inter alia, to frame a Code of Conduct for Prevention of Insider Trading by Employees of a Stock Broker, including its Directors.

In line with the said Regulations, the following Code of Conduct (hereinafter referred to as “the Code”) has been adopted by **VSE Stock Services Limited** (hereinafter referred to as “**VSSL**”), Member of the NSE, BSE & MCX-SX.

Director

- VSSL has a Compliance Officer reporting to the Managing Director.
- The Compliance Officer shall be responsible for setting forth Policies and Procedures and monitoring adherence to the Rules for the preservation of "Price Sensitive Information", pre-clearing of all Designated Employees and their Dependents Trades (directly or through respective Department heads as decided by the VSSL), monitoring of Trades and the Implementation of the Code of Conduct under the overall Supervision of the Senior Officials, Vice Presidents & Directors.
- The Compliance Officer shall also assist all the Employees/Directors in addressing any Clarifications regarding SEBI (Prohibition of Insider Trading) Regulations, 1992 and VSSL's Code.
- The Compliance Officer shall maintain a record of the Designated Employees and any Changes made in the List of Designated Employees.

Prevention of “Price Sensitive Information”

Employees/Directors shall maintain the Confidentiality of all Price Sensitive Information. Employees/Directors must not pass on such Information directly or indirectly by way of making a Recommendation for the Purchase or Sale of Securities

Price Sensitive Information is to be handled on a "Need to Know" basis, ie Price Sensitive Information should be disclosed only to those within VSSL, who need the Information to discharge their Duty and whose Possession of such Information will not give rise to a Conflict of Interest or Appearance of Misuse of the Information.

Limited Access to Confidential Information:

Files containing Confidential Information are kept secured and the Computer Files are adequately

secured with Login Id and Password, etc.

Chinese Wall:

To prevent the Misuse of Confidential Information, VSSL shall adopt a "Chinese Wall" Policy which separates those Areas of VSSL, which routinely have access to Confidential Information, considered "Inside Areas" from those Areas which deal with Sale/Marketing/Investment Advice or other Departments providing Support Services, considered "Public Areas"

The Employees in the Inside Area shall not communicate any Price Sensitive Information to anyone in Public Area

The Employees in Inside Area may be physically segregated from Employees in Public Area

Demarcation of the various Departments as Inside Area may be implemented by VSSL

In Exceptional Circumstances, Employees from the Public Areas may be brought "Over the Wall" and given Confidential Information on the basis of "Need to Know" Criteria, under Intimation to the Compliance Officer

Prevention of Misuse of Price Sensitive Information

Employees/Directors shall not use Price Sensitive Information to Buy or Sell Securities of any sort, whether for their Own Account, their Relative's Account, VSSL's Account or a Client's Account.

The following Trading Restrictions shall apply for Trading in Securities 3.2 Pre clearance of Trades

- a) All Directors/Designated Employees of VSSL, who intend to deal in the Securities of the Client Company (above a Minimum Threshold Limit to be determined by VSSL) shall pre-clear the Transactions as per the pre-dealing Procedure as described hereunder
- b) An Application may be made in such form as VSSL may specify in this regard, to the Compliance Officer indicating the Name and Estimated Number of Securities that the Designated Employee/Director intends to deal in, the Details as to the Depository with which he has a Security Account, the Details as to the Securities in such Depository Mode and such other Details as may be required by any rule made by VSSL in this behalf
- c) An Undertaking shall be executed in favor of VSSL by such Designated Employee/Directors incorporating, inter alia, the following Clauses, as may be applicable

That the designated Employee/Director does not have any Access or has not received any "Price Sensitive Information" upto the time of signing the Undertaking

That in case the designated employee/director/partner has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance officer of the change in his position and that he/she would completely refrain from dealing in the securities of the client company till the time such information becomes

public.

That he/she has not contravened the Code of Conduct for prevention of Insider Trading as specified by VSSL from time to time

That he/she has made a Full and True Disclosure in the matter

Restricted/Grey List

In order to monitor Chinese Wall Procedures and Trading in Client Securities based on Inside Information, VSSL shall restrict Trading in certain Securities and designate such List as Restricted/Grey List Security of a Listed Company shall be put on the Restricted/Grey List if VSSL is handling any Assignment for the Listed Company or is preparing Appraisal Report or is handling Credit Rating Assignments and is Privy to Price Sensitive Information Any Security, which is being purchased or sold or is being considered for Purchase or Sale by VSSL on behalf of its Clients/Schemes of Mutual Funds, etc shall be put on the Restricted/Grey List As the Restricted List itself is a Highly Confidential Information it shall not be communicated directly or indirectly to anyone outside VSSL. The Restricted List shall be maintained by Compliance Officer When any Securities are on the Restricted List, Trading in these Securities by Designated Employees/Directors may be blocked or may be disallowed at the time of pre-clearance

Other Restrictions

All Directors/Designated Employees shall execute their Order within One Week after the approval of pre-clearance is given. If the Order is not executed within One Week after Approval is given, the Employee/Director must pre-clear the Transaction again All Directors/Designated Employees shall hold their Investments for a Minimum Period as decided by the Management from time to time in order to be considered as being held for Investment Purposes The Holding Period shall also apply to Purchases in the Primary Market (IPOs). In the case of IPOs, the Holding Period would commence when the Securities are actually allotted In case the Sale of Securities is necessitated by Personal Emergency, the Holding Period may be waived by the Compliance Officer after recording in Writing his/her reasons in this regard Analysts, if any, employed with VSSL while preparing Research Reports of a Client Company(s) shall disclose their Share Holdings/Interest in such Company(s) to the Compliance Officer Analysts, who prepare Research Report of a Listed Company shall not Trade in Securities of that Company for 30 Days from Preparation of such Report

Penalty for Contravention of the Code

Any Designated Employee/Director who trades in Securities or communicates any Information or counsels any Person Trading in Securities, in Contravention of the Code may be penalized and appropriate Action may be taken by VSSL Designated Employees/Directors of VSSL, who violate the Code may also be subject to Disciplinary Action by the Company, which may include Wage Freeze, Suspension, etc The Action by VSSL shall not preclude SEBI from taking any Action in case of Violation

of SEBI (Prohibition of Insider Trading) Regulations, 1992

Information to SEBI in case of Violation of SEBI (Prohibition of Insider Trading) Regulations

In case it is observed by VSSL/it's Compliance Officer that there has been a Violation of these Regulations, SEBI shall be informed by VSSL

The compliance officer shall monitor and ensure the compliance with all the requirement in respect of its Own Securities and Client's Securities and all price sensitive information as notified by SEBI and other Regulatory from time to time.

This policy and code of conduct for prevention of Insider Trading is as approved by the Board of Directors in board meeting held on 26/04/2019 at registered office of the company.

