

CODE OF CONDUCT
AS INTERMEDIARIES AND FIDUCIARIES TO REGULATE, MONITOR AND REPORT
TRADING BY DESIGNATED PERSONS
OF
KFIN TECHNOLOGIES PRIVATE LIMITED

SIGNATORIES

Prepared by	Reviewed by	Confirmed by	Approved by
Ms. Alpana Kundu	Mr. Vivek Mathur	Audit Committee	Board of Directors
Company Secretary	Chief Financial Officer		

VERSION CONTROL

Version	Date	Description	Description of Changes
1.0	24 th June 2021	Code of Conduct for Prevention of Insider Trading (as an Intermediary and a Fiduciary)	New Code

1. INTRODUCTION

- 1.1 The Securities and Exchange Board of India (“**SEBI**”) in its endeavour to curb insider trading, and market abuse thereof has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**Insider Trading Regulations**”), which puts in place a framework for prohibition of insider trading in securities and strengthens the legal framework thereof.
- 1.2 Further, the Insider Trading Regulations, as amended by the SEBI Prohibition of Insider Trading) (Amendment) Regulations, 2018 (*as notified on December 31, 2018 and effective from April 01, 2019*) requires intermediaries to formulate a Code of Conduct and adopt certain minimum standards (*more specifically as set out in Schedule C*), in order to regulate, monitor and report trading by its Designated Persons and their Immediate Relatives (*defined below*).
- 1.3 Since KFin Technologies Private Limited (“**Company**”) is considered to be an intermediary under the SEBI regulations, to ensure compliance with the aforementioned requirements, the Company has formulated a Code of Conduct (“**Code**”) which embodies a framework for regulating, monitoring and reporting of trading activity by Designated Persons.
- 1.4 This shall apply to all the Designated Persons as defined in this Code. However, it shall be noted that this Code is only intended to regulate and monitor Trading by the Designated Persons and their Immediate Relatives (*defined below*), and is not and does not purport to be a substitute for each individual’s independent obligation to comply with the provisions of the Insider Trading Regulations.

2. EFFECTIVE DATE

This Policy has been approved and adopted by the Board of Directors of the Company and shall be effective from 24th June 2021.

3. DEFINITIONS

- 3.1 “**Board of Directors**” or “**Board**” means the Board of Directors of the Company as constituted from time to time.
- 3.2 “**Clients of the Company**” or “**Company’s Clients**” or “**Client(s)**” shall mean such clients as determined by the Compliance Officer in consultation with Board from time to time.
- 3.3 “**Code**” means this Code of Conduct for Prohibition of Insider Trading of the Company (as an intermediary and fiduciary) to regulate, monitor and report trading by Designated Persons and their Immediate Relatives, as may be amended from time to time.
- 3.4 “**Compliance Officer**” means any senior officer, designated so, and who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Insider Trading Regulations, and reporting to the Board of Directors, and is responsible for compliance with the Insider Trading Regulations, the policies, procedures, maintenance of records, monitoring of trades and adherence to the rules for the preservation of UPSI, and the implementation of this Code.
- 3.5 “**Connected Persons**” means
 - a) any person who is, or has, during the six months prior to the concerned act been associated with a company, directly or indirectly. Such association may be in any capacity including (a) frequent communication with its officers, (b) any contractual,

fiduciary or employment relationship, (c) director, officer or an employee of the company, (d) holding any position including a professional or business relationship between himself and the company, irrespective of whether such relationship is permanent or temporary, that allows him/her, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

- b) Connected Person also includes the following:
- i. 'Immediate Relatives' of the Connected Person (including the below mentioned persons);
 - ii. a holding company, associate company or subsidiary company;
 - iii. an 'Intermediary' which means stockbrokers, sub-brokers, portfolio managers, depositories, investment advisers, share transfer agents, merchant bankers, underwriters, registrars to an issue, foreign institutional investors, custodians of securities, venture capital funds, mutual funds, asset management companies, credit rating agencies, those in connection and associated with the securities market in any manner, and includes their employees;
 - iv. Investment Company, Trustee Company, Asset Management Company (AMC) and includes, (i) their employees or directors, and (ii) an official of stock exchange, (iii) an official of the clearing house, and (iv) an official of a corporation;
 - v. a Member of the, (i) Board of Trustees of a Mutual Fund, (ii) Board of Directors of AMC of a Mutual Fund, including their respective employees;
 - vi. a member of the board of directors or an employee, of a public financial institution as defined under the Companies Act, 2013;
 - vii. an official or an employee of a Self-regulatory Organization recognized by SEBI;
 - viii. a 'Banker' of the Company; and
 - ix. 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 10% of the holding or interest.

3.6 **“Designated Person(s)”** means:

- i. All the directors on the Board of the Company for the time being, and executive directors of the Company's subsidiaries;
- ii. All executive officers (including chief executive officers, chief financial officers, chief operational officers) and all employees up to 2 (two) levels below such executives in the hierarchy in the organisation of the Company;
- iii. The promoters of the Company;
- iv. All the employees of the Company and its subsidiaries;
- v. Every employee and support staff in the finance, accounts, secretarial, legal, human resources, administration, professional support, company secretarial and informational technology departments (or any other nomenclature changed from time to time) as may be determined and informed by the Compliance Officer;
- vi. All interns;
- vii. Every department head;
- viii. Such other person or persons as the Compliance Officer may in consultation with the Board of the Company shall specify to be covered by this Code; and
- ix. Immediate Relatives of all of the abovementioned persons.

3.7 **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis.

- 3.8 “**Immediate Relative**” means a spouse of a person, and includes parents, siblings, and children 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.
- 3.9 “**Securities**” include:
- (a) shares, scrips, stocks, bonds, debentures, debenture stock or other marketable securities of a like nature in or of any incorporated company or other body corporate;
 - b) derivatives;
 - (c) rights or other interests in securities; and
 - (d) any other securities, as such term is defined in the Securities Contract (Regulation) Act, 1956;
- which are listed or proposed to be listed on a recognized stock exchange, except units of a mutual fund.
- 3.10 “**Trading Day**” means a day on which the recognized stock exchanges are open for trading.
- 3.11 “**Trade or Trading in Securities**” means and includes an act(s) of subscribing to, buying, selling, dealing or agreeing to subscribe to, buy, sell or deal in any Securities of the Clients of the Company, and “**Trade**” and “**Trading**” shall be construed accordingly.
- 3.12 “**Unpublished Price Sensitive Information or UPSI**” means any information, directly or indirectly relating to any Client of the Company or their Securities, that is not generally available to public and which upon becoming generally available, is likely to materially affect the price of the said Securities and shall, ordinarily including but not be restricted to mean information relating to the following:
- a) periodical and annual financial results of the Client;
 - b) intended declaration of dividends (Interim and Final) of the Client;
 - c) change in capital structure (i.e., issue of securities, buyback of securities or any forfeiture of shares or change in market lot of the Client’s shares);
 - d) mergers, de-mergers, amalgamation, acquisitions, de-listing of securities, scheme of Arrangement or takeover, disposals, spin offs, sale of division(s)/ sale of undertaking (either in whole, substantial or in part), expansion of business and such other transactions;
 - e) any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company’s Clients;
 - f) changes in key managerial personnel of the Clients;
- 3.13 “**Year**” means a Financial Year, i.e. the period of 12 months beginning on April 01 and ending on March 31 of the next year.

4. COMPLIANCE OFFICER - DUTIES AND RESPONSIBILITIES

- 4.1 A senior level employee shall be appointed as the Compliance Officer. Such Compliance Officer shall submit his periodic report to Board of the Company before the close of every calendar year and (*in addition*) at such frequency as may be stipulated by the Board.

- 4.2 If for any reason the Compliance Officer is not available, the Board of the Company shall appoint an interim-Compliance Officer and communicate the appointment of such interim-Compliance Officer to all Designated Persons. The interim-Compliance Officer shall discharge all the obligations and duties which are cast upon the Compliance Officer as set forth in this Code. The interim-Compliance Officer shall cease to operate as the Compliance Officer immediately upon the availability of the Compliance Officer appointed in the first instance.
- 4.3 The Compliance officer shall ensure strict compliance of the Designated Persons to this Code and shall discharge following duties and responsibilities as the Compliance Officer:
- a) formulating policies and procedures pertaining to confidentiality of the UPSI;
 - b) monitoring adherence to such policies, procedures and rules of the Company and Client companies;
 - c) pre-clearing of trades proposed to be executed by Designated Persons and their Immediate Relatives;
 - d) implementing this Code and the provisions of the Insider Trading Regulations under the overall supervision of the Board;
 - e) maintaining a list of the Company's Clients (either in manual or in electronic form) for the purposes of this Code ("**Restricted List**") and communicate the same to Designated Persons within 1 (one) month from the beginning of each Year, and whenever there is any change;
 - f) maintaining a list (either manual or in electronic form), of Designated Persons and their Immediate Relatives in accordance with Regulation 9(4) of the Insider Trading Regulations and changes thereto from time to time;
 - g) putting in place, adequate and effective system of internal controls in accordance with Regulation 9A of the Insider Trading Regulations to ensure compliance with the Insider Trading Regulations and the Code;
 - h) ensuring on behalf of the Board that a structured digital database is maintained containing the nature of UPSI and the names of such persons who have shared the information and also the names of such persons with whom information is shared under the Insider Trading Regulations, along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available and to ensure that adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of such database;
 - i) seeking declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information in relation to the trades;
 - j) maintaining records of all the declarations, statements and other relevant information given by Designated Persons pursuant to this Code in the appropriate form for a minimum period of 5 years from the date of providing such declaration/information;
 - k) ensuring that all information shall be handled on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations; and

- l) ensuring norms for appropriate Chinese Walls procedures, and processes for permitting any Designated Person to “cross the wall”.

5. DESIGNATED PERSONS - RESPONSIBILITIES AND DUTIES

5.1 It shall be the responsibility of Designated Persons to:

- a) ensure that they or their Immediate Relatives do not Trade in any Securities of any listed entity (including the Company and its Clients) at any point in time, except with prior approval under this Code;
- b) ensure that they or their Immediate Relatives do not Trade in any Securities mentioned in the Restricted List of the Company at any point in time;
- c) refrain from advising any person to Trade in any Securities of the Company’s Clients when in possession of UPSI of such Clients (Advise here includes recommendations, communications or counselling); and
- d) ensure that their respective wealth managers, portfolio managers or similar persons do not Trade in the Securities of listed entities on their behalf without obtaining prior approval under the Code.

5.2 It shall be assumed that when a person who has Traded in securities while in possession of UPSI, his Trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession. The reasons for which he Trades or the purposes to which he applies the proceeds of the transactions are not intended to be relevant for determining whether a person has violated this Code and the Insider Trading Regulations.

5.3 It shall be the duty of Designated Persons to:

- a) make a declaration to the Compliance Officer in the format prescribed in **Annexure 1** within 7 days of being identified as a Designated Person;
- b) disclose Name, Permanent Account Number (PAN) and other details in the format prescribed in **Annexure 2** on an annual basis, within 1 (one) month from the beginning of each Year and within 15 (fifteen) days of any change thereof; and
- c) disclose such details in the format prescribed in **Annexure 3** on a one-time basis.

The Compliance Officer shall maintain records of all the declarations given by Designated Persons in the appropriate form for a minimum period of 5 years.

6. PRIOR APPROVAL / PRE-CLEARANCE

6.1 Any Designated Person or his/ her Immediate Relative who intends to Trade (including gifts) in Securities of any listed entity (including the Company and its Clients) in any Year shall be required to obtain a pre-clearance from the Company, in excess of Rs. 2,00,000/- or the value as may be decided by the Board of Directors time to time. Provided that no Designated Person shall apply for pre-clearance of any proposed Trade if he/ she is in possession of any UPSI.

6.2 PROCEDURE

- a) For the purpose of obtaining prior approval, the concerned Designated Person shall make an application in the prescribed form (refer **Annexure 4**) to the Compliance Officer.
- b) Such application should be complete and correct in all respects and may be sent by e-mail. Additionally, such Designated Person, while making such application for prior approval shall also submit a declaration executed in favour of the Company in a form specified in **Annexure 7** certifying *inter alia* that such Designated Person and his Immediate Relatives are not in possession of any UPSI.
- c) E-mail for this purpose should be sent to the address specifically dedicated for this purpose which shall be communicated to the Designated Persons along with list of the Company's Clients annually.

6.3 CONSIDERATION OF APPLICATION

- a) The Compliance Officer shall consider the application made as above and shall approve it forthwith preferably on the same Trading Day but not later than the next Trading Day, unless he is of the opinion that grant of such an approval would result in a breach of the provisions of this Code, or the Insider Trading Regulations. (*For applications received up to 12 noon of a Trading Day, the period of two Trading Days will be reckoned from the date of receipt of application. In other cases, the period will be reckoned from the next Trading Day.*)
- b) While considering the application, the Compliance Officer shall have due regard to whether the declaration provided by Designated Person is reasonably capable of being rendered inaccurate.
- c) Such approval/ rejection may preferably be conveyed in writing through electronic mode, and in a form specified in **Annexure 5** (or in any such format as may be prescribed by the Company from time to time). It is clarified that oral pre-clearance approvals shall be invalid. Every approval shall be dated and shall be valid for a period of 7 (seven) Trading Days from the date of approval. However, if the consent to Trade in any entity's Securities is refused, the refusal in itself constitutes UPSI and should not be divulged to any person.
- d) Consent to Trade will be on an individual basis. Consent for one individual Trade does not mean that others can Trade without first obtaining consent themselves. Further, consent to Trade once shall not be deemed consent to Trade at other times. Consent needs to be sought at each instance of Trading. Further, in no case shall consent be deemed to be granted in case approval is not granted by the Compliance Officer within the timelines prescribed above.
- e) It is hereby clarified that the procedures laid out under this Code for pre-clearance of Trades shall apply *mutatis mutandis* to Trades proposed to be carried out by Immediate Relatives of Designated Persons; provided that the obligations requiring communication with the Compliance Officer shall continue to be upon the Designated Person.
- f) Every communication by a Designated Person in respect of pre-clearance of Trades as mentioned in this Code shall be made through scanned copies sent via e-mail to the Compliance Officer at anshul.jain@kfintech.com .

6.4 COMPLETION OF TRADE(S) POST RECEIPT OF PRIOR APPROVAL

- a) Every Designated Person shall ensure that they/ their Immediate Relatives complete execution of every pre-cleared Trade as prescribed above, no later than 7 (seven) Trading Days from the date of the approval.
- b) Such Designated Person shall file within 2 (two) Trading Days of the execution of the Trade, the details of such Trade, in the prescribed form (**refer Annexure 6**) with the Compliance Officer. In case the transaction in respect of which pre-clearance approval has been obtained is not undertaken within a period of 7 (seven) Trading Days, a report to that effect shall be filed with the Compliance Officer (**refer Annexure 6**). Further, such Designated Person must obtain pre-clearance again, before executing such Trade(s) in the future.

7. CONTRA-TRADES

- 7.1 Designated Persons that have been pre-cleared to Trade, shall not, enter into a contra-trade (i.e. sell or buy, as the case may be for the same Securities), within a period of 6 (six) months of the earlier permitted Trade.
- 7.2 The Compliance Officer may grant relaxation from the above restriction after recording in writing the reasons in this regard, provided that such relaxation does not violate the provisions of the Insider Trading Regulations or the Code.
- 7.3 Notwithstanding the above, should a Designated Person execute a contra-trade, within the six-month period, inadvertently or otherwise, in violation of the restrictions set out above, then SEBI shall be informed about such violation, and necessary action shall be taken.
- 7.4 Provided that the above restrictions shall not be applicable for Trades pursuant to exercise of any employee stock options.

8. CHINESE WALLS

- 8.1 In order to prevent the misuse of confidential information (including UPSI), the Company has adopted a "Chinese Wall" policy which separates those areas of the Company which routinely have access to confidential information, considered "inside areas" from those areas which deal with sales/ marketing or other departments providing support services, considered "public areas".
- 8.2 The employees in the inside area shall not communicate any price-sensitive information to employees in the public area.
- 8.3 The employees in the inside areas may be physically segregated from employees in the public area.
- 8.4 Demarcation of the various departments as inside area may be implemented by the Company.
- 8.5 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, with prior notice to the Compliance Officer and providing the reason for such person to be brought "over the wall".

- 8.6 Once a person is brought over the wall, they shall not deal in securities of the Client during the term of the Company's engagement with the Client, or till such time the information disclosed to the Company is made public by the Client.
- 8.7 Once a person is brought over the wall, the Permanent Account Number or any other identifier authorized by law, where Permanent Account Number is not available, shall be promptly shared with the Compliance Officer for updating the digital database.

9. **HANDLING OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

9.1 **Preservation of Unpublished Price Sensitive Information (UPSI)**

All Designated Persons who are in possession of UPSI shall at all times maintain the confidentiality and secrecy of such UPSI and are prohibited from disclosing or communicating such information to any other person (including other Designated Persons), except in furtherance of such Designated Person's legitimate purposes, performance of duties or discharge of their legal obligations (as determined as per the Policy for determination of Legitimate Purposes formulated by the Company).

To comply with this confidentiality obligation, Designated Persons shall not:

- a) communicate, provide or allow access of UPSI to any person directly or indirectly, including by way of making a recommendation for the Trading in Securities of Clients;
- b) disclose or allow access to UPSI of Clients to their dependants, other family members, friends, business associates or any other person;
- c) discuss UPSI of Clients in public areas within or outside the office including but not limited to common eating areas, pantry, reception area, washrooms and elevators;
- d) refrain from participating in, hosting or linking to internet chat rooms, online social networking sites, newsgroups, discussions or bulletin boards which discuss matters pertaining to Clients' activities or its securities;
- e) disclose UPSI of Clients to any person/ Connected Person who does not need to know the information in furtherance of legitimate purposes or for discharging his duties towards the Company, or for professional or legal obligations;
- f) recommend to anyone that they may undertake Trading in equity shares of the Company's Clients while being in possession, control or knowledge of UPSI; and
- g) be seen or perceived to be Trading in Securities of the Clients while in possession of UPSI of such Clients.

9.2 **Need to Know**

Designated Persons who are privy to UPSI, shall handle the same strictly on a need-to-know basis. This means the UPSI shall be disclosed only to those persons who need to know the same in furtherance of a legitimate purpose (decided as per the policy for determination of Legitimate Purposes as formulated by the Company), in the course of performance or discharge of their duty towards the Company and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

10. **CLARIFICATIONS**

- 10.1 This Code shall be made available to all the Designated Persons at the start of their employment or relationship with the Company and shall be updated from time to time.
- 10.2 Every Designated Person should seek clarifications regarding this Code and the Insider Trading Regulations from the Compliance Officer.
- 10.3 In case of any doubt, all Designated Persons shall consult the Compliance Officer as to whether the provisions of this Code are applicable to any proposed transaction in the Securities of any listed entities.

11. **AUDIT COMMITTEE**

- 11.1 The Audit Committee shall review compliance with the provisions of the Insider Trading Regulations and the Code before completion of calendar year.
- 11.2 The Audit Committee shall verify the adequacy of the systems for internal controls and their operations.
- 11.3 In case it is observed that there has been a violation of the Insider Trading Regulations, the SEBI shall be informed about such violation(s) by the Compliance Officer under intimation to the Audit Committee until resolution.

12. **PENALTY FOR CONTRAVENTIONS**

- 12.1 Any Designated Person who trades on his/ her own account, or communicates any information or counsels any person Trading in contravention of this Code, may be penalized and appropriate disciplinary and/or legal action may be taken by the Company. The Company may levy at its discretion, a penalty of up to INR 1,00,000 (which excludes fines that may be imposed by SEBI for violation of any laws/ regulations thereof), for each violation of the Code.
- 12.2 Any penal action pursuant to applicable law taken by the Company may be in addition to any disciplinary action including wage freeze, suspension or termination of employment, levy of penalty, *et cetera*.
- 12.3 Every Designated Person shall be individually responsible for complying with the provisions of this Code (including to the extent the provisions hereof as applicable to their Immediate Relatives).
- 12.4 Action taken by the Company for violation of the Code or Insider Trading Regulations against any person will not preclude the SEBI or any court, from taking any action for violation of the Insider Trading Regulations or any other applicable law.
- 12.5 In case it is observed that there has been a violation of the Insider Trading Regulations, the Company shall inform the SEBI promptly.
- 12.6 In case of any non-compliance with/ violation /infraction of this Code, the defaulting person shall be personally liable for any fines/ penalties that may be levied by the SEBI and Company shall not in any way be held responsible.

13. **INTERPRETATION**

13.1 Any reference in this Code to:

- a) Any gender, whether masculine, feminine or neuter, shall be deemed to be construed as referring to the other gender or genders, as the case may be;
- b) Singular number shall be construed as referring to the plural number and vice versa;
- c) Month shall mean to be a calendar month.

13.2 Reference to statutory/ regulatory provisions shall be construed as meaning and including references also to any amendment or re-enactment thereof for the time being in force.

13.3 This Code is in conformity with the Insider Trading Regulations. However, if due to subsequent changes in the Insider Trading Regulations, a provision of the Code or any part thereof becomes inconsistent with the Regulations, the provisions of the Insider Trading Regulations shall prevail.

13.4 Words and phrases used in the Code and not defined hereinabove shall have the same meaning as defined under the Insider Trading Regulations, the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013; and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations as amended or re-enacted from time to time.

14. **AMENDMENTS**

14.1 The Board of the Company is authorized to make such alterations to this Code as considered appropriate, subject, however, to the condition that such alterations shall not be inconsistent with the provisions of the Insider Trading Regulations.

Annexure – 1 – Declaration by Designated Persons

(Refer Para 7)

To,
Compliance Officer
KFin Technologies Private Limited (“Company”)

Sir/ Madam,

I _____, resident of _____, hereby state that I am aware that I have been identified as a Designated Person of the Company.

I have read and understood the provisions of Code of Conduct of the Company formulated for regulating, monitoring and reporting of trades as provided under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

I hereby undertake as a condition for my continued employment or relationship with the Company to comply with the provisions of the Code and of the aforementioned regulations and also to provide any information relating to any transaction relating to securities of listed entities as may be required by the Company, and permit the Company to disclose such details to the SEBI, if required so by SEBI. I agree that the Company may impose sanctions, including suspension of employment, at its discretion, for any violation of the Code and or the aforementioned regulations.

Signature:

Date:

Annexure – 2 – Disclosure

(Refer Para 7)

To,
Compliance Officer
KFin Technologies Private Limited

Sub: Details of Immediate Relatives and Persons with whom I share a Material Financial Relationship

	Annual Disclosure as on 01 st April, <insert year>
	Disclosure on change in details submitted earlier

Sir / Madam,

I _____, in terms of the requirement of the Code and the Insider Trading Regulations, hereby provide the necessary information and confirm the same to be true to the best of my knowledge.

A] Immediate Relatives

Sr. No.	Name	Relation with Designated Person	PAN / Any other identifier authorized by law	Mobile Number with Country Code
01				
02				
03				
04				
05				

(Insert/ Delete rows as required)

“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.

B] Persons with whom the Designated Person shares a Material Financial Relationship

Sr. No.	Name	Relation with Designated Person	PAN / Any other identifier authorized by law	Mobile Number with Country Code
01				
02				
03				
04				
05				

(Insert/ Delete rows as required)

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

Signature:

Date:

[To be submitted within one month from the beginning of a year and with fifteen days from any change thereof]

Annexure – 3 – One-time Disclosure

(Refer Para 7)

To,
Compliance Officer
KFin Technologies Private Limited

Sub: Details of Educational Institutions and Past Employers

Sir / Madam,

I, _____, in terms of the requirement of the Code and the Insider Trading Regulations, hereby provide the necessary information and confirm the same to be true to the best of my knowledge.

A] Educational Institutions I have graduated from

Sr. No.	Name of Institution	Course	Year of Graduation
01			
02			
03			

(Insert/ Delete rows as required)

B] Past Employers

Sr. No.	Name of Employer	Duration of Employment
01		
02		
03		

(Insert/ Delete rows as required)

Signature:

Date:

Annexure – 4 – Application for obtaining Prior Approval

(Refer Para 8)

To,
The Compliance Officer,
KFin Technologies Private Limited.

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Policy for Prevention Insider Trading, I/my Immediate Relative seek/seeks approval to purchase / sell / subscribe equity shares/ securities of _____ as per details given below:

1.	Name of the Applicant	
2.	Designation	
2A	Relationship with the Applicant (Self/Immediate Relative)	
3.	Number of securities held as on date	
4.	Folio No. / DP ID / Client ID No.	
5.	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities (d) Pledge
6.	Proposed date of trading in securities	
7.	Estimated number of securities proposed to be purchased/subscribed/sold/pledge	
8.	Current market price (as on date of application)	
9.	Whether the proposed transaction will be through stock exchange or off-market trade	
10	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the Undertaking signed by me.

Signature:

Name:

Annexure – 5 – Format of Prior Approval Letter

(Refer Para 8)

To,
[Name of Applicant]

Sir/ Madam,

This is to inform you that your request for dealing in <quantity> <description of securities> of <Name of listed entity>, as mentioned in your application dated _____ is approved/ rejected.

*[Please note that the said transaction must be executed on or before _____ i.e. within 7 trading days from today.

In case you do not execute the approved transaction/ deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/ deal in the said securities.

Further, you are required to file the details of the executed transactions in the format prescribed in the Code within 2 days from the date of transaction/ deal. In case the transaction is not undertaken a 'Nil' report shall be filed within 2 days from the date.]

Name & Signature

Compliance Officer

Date:

* Delete if application is rejected

Annexure – 6 – Intimation by Designated Person Post Prior Approval

(Refer Para 8)

To,
Compliance Officer

KFin Technologies Private Limited

Sub: Intimation by Designated Person post Prior Approval

Ref: Your Prior Approval letter dated _____

Sir / Madam,

I hereby inform you that I / my Immediate Relatives

have not bought / pledged/sold / subscribed to securities
 have bought / pledged/ sold / subscribed to securities, details of which are as under

Sr. No.	Date of dealing	Bought / Sold / Subscribed	Number of Securities	DP ID/Client ID/Folio No.	Price
01					
02					

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

I agree not to *buy/ pledge/ sell the securities for a period of 6 months from the date of the aforesaid transaction (applicable in case of purchase / sale transaction by Designated Persons only).

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

Signature

Date:

* Strike out whichever is not applicable

Annexure 7 – Undertaking

Date:

To

The Compliance Officer

KFin Technologies Private Limited

I, being a “designated person”/an immediate relative of a designated person of the Company as per the Policy for Prevention of Insider Trading (“Policy”) residing at, am desirous of trading in shares of the [Company/Client Company] as mentioned in my application dated for pre-clearance of the transaction.

I further declare that I am not in possession of any unpublished Price Sensitive Information up to the time of signing this Undertaking.

In the event that I have access to or receive any unpublished Price Sensitive Information after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from trading in the securities of the [Company/Client Company] until such information becomes public.

I declare that I have not contravened the provisions of the Policy as notified by the Company from time to time. Without prejudice to the generality of the aforesaid, I hereby declare that the securities in which I propose to trade do not form part of the grey list notified by the Company.

In the event of this transaction being in violation of the Policy or the applicable laws, (a) I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the ‘indemnified persons’) for all losses, damages, fines, expenses, suffered by the indemnified persons, (b) I will compensate the indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transaction and (c) I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor Protection and Education Fund administered by the SEBI.

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

If approval is granted, I shall execute the trade within five days of the receipt of approval failing which I shall seek pre-clearance afresh.

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

Signature:

Name:

Restricted List

As on 24th June 2021 (To be added)

Sr. No.	Name of Entity
01	
02	
03	
04	
05	
06	
07	
08	
09	
10	
11	
12	
13	
14	
15	
16	
17	
18	
19	
20	
21	
22	
23	
24	
25	
26	
27	
28	
29	
30	
31	