



Jeevan safal with DhanSafal

DHANSAFAL FINSERVE LIMITED:

**CODE OF CONDUCT
FOR
PREVENTION OF INSIDER TRADING**

Amended on February 14, 2025

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

DHANSAFAL FINSERVE LIMITED

I. INTRODUCTION:

The Securities and Exchange Board of India (“SEBI”) has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations”), which came into force on May 15, 2015 and governs the law relating to insider trading of listed entities in India.

Regulation 9 of the PIT Regulations, inter alia, requires that Board of Directors of every listed company shall ensure that Chief Executive Officer or Managing Director shall formulate a code of conduct with their approval to regulate, monitor and report trading by its designated person and immediate relatives of designated person towards achieving compliance with the PIT Regulations, adopting minimum standards as set out in Schedule B of the Regulations, without diluting the provisions of the Regulations in any manner.

In the above context, DhanSafal Finserve Limited (“Company”) has formulated this Code of Conduct for Prevention of Insider Trading” (hereinafter referred to as ‘Code’).

This Code will apply to all designated persons as defined under this Code.

II. OBJECTIVE:

The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations. This Code has been formulated to regulate, monitor and report trading undertaken by designated persons covered under the Code and towards achieving compliance with the provisions of the PIT Regulations, as may be amended from time to time.

III. DEFINITION:

- A. “**Act**” means the Securities and Exchange Board of India Act, 1992.
- B. “**Board**” means the Board of Directors of the Company.
- C. “**The Code**” means this Code of Conduct formulated for regulating, monitoring and reporting by Insiders under PIT Regulations, 2015, as amended from time to time.
- D. “**Company**” means DhanSafal Finserve Limited.
- E. “**Compliance Officer**” means the Company Secretary or such other senior officer designated so, reporting to the Board of Directors, who is financially literate and is capable of appreciating requirements for legal & 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board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.
- F. “**Connected Person**” means:
 - i. 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.

- ii. 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 recognized or authorized by the Board of Directors; 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 the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

G. Designated Persons(s) shall include:

- i. Promoters and Promoter Group of the Company;
- ii. Promoters who are individuals or investment companies for intermediaries or fiduciaries;
- iii. Directors of the Company;
- iv. Key Managerial Personnel of the Company;
- v. Chief Executive Officer(s) and employees upto two levels below Chief Executive Officer of the Company and its material subsidiary;
- vi. Employees of the Company, intermediaries, fiduciaries, material subsidiary on the basis of their functional role or access to unpublished price sensitive information,
- vii. All support staff who have access to unpublished price sensitive information;
- viii. Any other person who Board of Directors in consultation with the Compliance Officer specify as Designated Persons; and
- ix. Immediate Relatives of all the above persons.

H. **“Director”** shall mean and include a member of the Board of Directors of the Company, as appointed from time to time.

I. **“Employee”** means every employee of the Company whether on permanent or contractual basis.

J. **“Financial Literate”** means 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.

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

- L. **“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.
- M. **“Insider”** means any person who is:
- i. A connected person; or
 - ii. In possession of or having access to unpublished price sensitive information.
- N. **Key Managerial Personnel (KMP)** means the KMP as defined under section 2(51) of the Companies Act, 2013;
- O. **“Legitimate Purpose”** shall include sharing of unpublished price sensitive information in ordinary course of business by an Insider with Partners, Collaborators/ Lenders, Customers, Suppliers, Merchant Banker, 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 these regulations.
- P. **“Promoter” and/ or “Promoter Group”** shall have the same meaning assigned to them respectively under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- Q. **“Need to Know basis”** means that Unpublished Price Sensitive Information should be disclosed only to those within the Company 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.
- R. **“Stock Exchange”** means all the stock exchanges where the shares of Company are listed.
- S. **“Securities”** shall have the same meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof;
- T. **“Takeover regulations”** means the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- U. **“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.
- V. **“Trading Day”** means a day on which the recognized stock exchanges are open for trading;
- W. **“Unpublished Price Sensitive Information”** means any 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 and shall, ordinarily including but not restricted to, information relating to the following:
- a. Financial results;
 - b. Dividends;
 - c. Change in capital structure;
 - d. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - e. changes in key managerial personnel.

Words and expressions used and not defined in this Code but defined in PIT Regulations shall have the meanings respectively assigned to them in those legislations.

IV. COMPLIANCE OFFICER

- A. The Board of Directors of the Company has appointed Company Secretary, as Compliance Officer for the purposes of this Code,
- B. The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of 'Unpublished Price Sensitive Information', preclearing of Designated Persons, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of Directors,
- C. The Compliance Officer shall maintain, update and preserve records as per SEBI Regulations,
- D. The Compliance Officer shall assist all the Designated Employees in addressing any clarifications regarding the PIT Regulations and the Company's Code of Conduct,
- E. The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairperson of the Audit Committee at least once in a year,
- F. Perform such other duties as may be assigned by Board of Directors in relation to PIT Regulations.

V. COMMUNICATION OR PROCUREMENT OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- A. All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.
- B. Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction such as:
 - i. 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 sharing of such information is in the best interests of the Company; or
 - ii. not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

However, 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 limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

VI. DISSEMINATION OF “PRICE SENSITIVE INFORMATION”

- A. No information shall be passed by way of making a recommendation for the purchase or sale of securities of the Company.
- B. The following guidelines shall be followed while dealing with analysts, research personnel, media persons & institutional investors.
 - a. Only public information to be provided.
 - b. Unanticipated questions may be taken on notice and a considered response given later.
 - c. If the answer includes unpublished price sensitive information, a public announcement should be made before responding.

VII. TRADING PLAN

- A. Designated Persons shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his/her behalf in accordance with such plan (Annexure I).
- B. Trading Plan shall:
 - a. not entail commencement of trading on behalf of the insider earlier than 06 months from the public disclosure of the plan;
 - b. not entail trading for the period between the 20th trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of such financial results;
 - c. entail trading for a period of not less than 12 months;
 - d. not entail overlap of any period for which another trading plan is already in existence;
 - e. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - f. not entail trading in securities for market abuse.
- C. The Compliance Officer shall review the Trading Plan, made as above to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertaking as may be necessary to enable such assessment and to approve and monitor the implementation of the plan and thereafter may approve the plan. For the said purpose, the Compliance Officer shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the PIT Regulations.
- D. The Compliance Officer may consult with the Board of Director and / or the Audit Committee chairperson, on a case to case basis, prior to approving any Trading Plan.
- E. The Trading Plan once approved shall be irrevocable and the Designated Person shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Designated Person is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information.
- F. Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.
- G. Further the trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan

VIII. TRADING WINDOW

- A. The trading period i.e. the trading period of the stock exchanges, called ‘trading window’, is available for trading in the Company’s securities.
- B. The trading window shall be, *inter alia*, closed during the following periods:
- i. from the end of every quarter till 48 hours after the declaration of financial results, and
 - ii. as and when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information, in relation to such securities to which such UPSI relates.
- b. All Designated Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not trade in Company’s securities during the periods when the trading window is closed or during any other period as may be specified by the Company from time to time.
- C. The timing for re-opening of the Trading Window shall be determined by the Compliance Officer taking into account various factors including the unpublished price sensitive information in question becoming Generally Available and being capable of assimilation by the market, which in any event shall not be earlier than 48 hours after the unpublished price sensitive information becomes generally available;
- D. In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.
- E. The trading window restrictions shall not apply in respect of such transactions as specified in PIT Regulations.

IX. PRE-CLEARANCE OF TRADES

All Designated Persons, who intend to deal in the securities of the Company when the trading window is opened, should pre-clear the transaction from Compliance Officer if the value of the proposed trades is in excess of Rs.5,00,000 /- (Rupees Five Lakh only) per transaction . Provided in case pre-clearance is required by Designated person being Compliance Officer, same shall be provided by Chairperson of the Company. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed.

When a person who has traded in securities has been in possession of unpublished price sensitive information, his/her trades would be presumed to have been motivated by the knowledge and awareness of such information in his/her possession.

The pre-dealing procedure shall be hereunder:

- a. An application shall be made in the prescribed Form (Annexure II) to the Compliance Officer indicating the estimated number & amount of securities that the Designated Person 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 the company in this behalf.
- b. An undertaking (Annexure III) shall be executed in favour of the Company by such Designated Person incorporating, *inter alia*, the following clauses, as may be applicable:
 - i. That the Designated Person does not have any access or has not received “Price Sensitive Information” up to the time of signing the undertaking.

- c. That in case the Designated Person has access to or receives “Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction he/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 Company till the time such information becomes public.
- d. That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
- e. That he/she has made a full and true disclosure in the matter.
- f. Post receipt of duly executed application form and undertaking, the Compliance Officer, may subject to satisfaction grant the pre-clearance (Annexure IV) within 2 trading days.
- g. All Designated Persons shall execute their order in respect of securities of the Company within the time period as mentioned in pre-clearance which in any event shall not be more than 7 trading days.
- h. The Designated Persons shall file within 2 trading days of the execution of the deal, the details of such deal with the Compliance Officer (Annexure V). In case the transaction is not undertaken, a report to that effect shall be filed in the same form and may apply for fresh pre-clearance.
- i. If the order is not executed within the time mentioned in pre-clearance order, the designated person must pre-clear the transaction again.
- j. Pre-clearance would not be required for trade executed as per approved trading plan.
- k. All Designated Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
- l. All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time.
- m. All Designated Persons shall take pre-clearance even before creating, revoking or invoking lien/Pledge on securities of the Company for such value as prescribed in this clause.

X. REPORTING OF TRANSACTIONS

A. Initial Disclosure

Every person, on being appointed as KMP or a director of the Company or upon becoming a promoter/ member of promoter group, shall disclose his holding of securities of the Company as on the date of appointment as KMP or director or becoming a promoter/ member of promoter group, to the Company within seven days of such appointment or becoming a promoter in Form A (Annexure VI).

B. Continual Disclosure

- a. Every Promoter & Designated Person shall disclose to the Company the number of such securities acquired or disposed of within 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 Rupees ten lakh in Form B (Annexure VII).

Provided however that the Designated Persons shall make disclosures to the Company even if the changes are within the abovementioned limits.

- b. The Company at its discretion, may require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in order to monitor compliance with these regulations, in Form C (Annexure VIII).
- c. The disclosure shall be made within 2 trading days of the execution of the transaction.

C. Disclosure by the Company to the Stock Exchange(s)

Within 2 trading days from the date of receipt of intimation under Clause IX (B) (a) & (b), the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

XI. MECHANISM ON INTERNAL CONTROL

For ensuring adequate and effective system of internal controls in line with the requirements of PIT Regulations, the following procedure shall be followed:

A. Sharing of information pursuant to Legitimate Purpose

- a. Any person in receipt of Unpublished Price Sensitive information pursuant to legitimate purpose shall be considered Insider for the purpose of the Code.
- b. Advance Notice shall be served on such person by way of email/ letter to maintain confidentiality while in possession of such Unpublished Price Sensitive information.
- c. Such person has to ensure compliance with PIT Regulations, 2015 as amended from time to time and the Code.

B. Limited Access to Confidential Information

Files containing confidential information shall be kept fully secured. Computer files must have adequate security of login and password etc.

C. Non-Disclosure Agreement

The Company shall execute Non-Disclosure Agreement with parties with whom the company intends to share any Unpublished Price Sensitive information and such parties shall keep information so received confidential, except for the stated in clause V of this Code and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

D. Documents to be shared by Designated Person with Company

Designated person shall be required to disclose names and PAN or any other identifier, authorized by law, of the following persons, to the Company in formatted specified in this Code (Annexure IX), on an annual basis and as when the information changes:

- a. Immediate Relatives;
- b. Person with whom such designated person(s) share a material financial relationship; &
- c. Phone, mobile and cell number which are used by them.

In addition, the name of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one-time basis.

Explanation: The term material financial relationship shall mean a relationship in which one person is a recipient of any kind of payment such as by way of loan/gift during immediate preceding 12 months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

E. Chinese Wall

- a. To prevent the misuse of confidential information, the Company shall adopt a “Chinese Wall” policy separating those areas of the Company which routinely have access to confidential information, considered “inside areas” from those areas which deal with sale/marketing/operations or other departments providing support services, considered “public areas”.
- b. Demarcation of the various departments as inside area may be implemented by the Company.
- c. The employees in inside area may be physically segregated from employees in public area.
- d. The employees in the inside area shall not communicate any Price Sensitive Information to anyone in public area.
- e. In exceptional circumstances, Designated Persons 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.

F. Digital Database

The Company shall maintain a structured digital database with time stamping and audit trails to ensure non-tampering of the data base containing following information:

- a. Name and PAN of the person/entity(ies) with whom information is shared pursuant to Legitimate Purposes,
- b. Name and PAN of Designated Person alongwith their immediate relatives,
- c. Nature of unpublished price sensitive information

The structured digital database shall be preserved for a period of not less than 8 years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

G. Whistle Blowing in case of leak of Unpublished Price Sensitive Information (“UPSI”)

- i. Any instance of leak of UPSI should be on the basis of a direct first- hand experience of the WhistleBlower. It should not be based on any secondary, unreliable source such as grapevine or any other form of informal communication.
- ii. The Whistle Blower may report leak of UPSI by an email to the Managing Director at his e-mail ID mentioning the subject line “LEAK OF UPSI”.
- iii. On the basis of reporting, the Managing Director shall conduct examination about the genuineness of the reporting before conduct of inquiry.
- iv. The Managing Director as soon as ascertaining the genuineness of the reporting about leak of UPSI, intimate to Board of Directors and Audit Committee.
- v. The Company shall take further action based on the recommendations of Board of Directors and Audit Committee accordingly.
- vi. The instance of leak of UPSI made by the Whistle Blower must be genuine with adequate supporting data/proof. If it is established that the allegation was made with mala-fide intentions or was frivolous in nature or was not genuine, the Whistle Blower shall be subject to Disciplinary Action.

XII. PROCESS TO BE FOLLOWED IN SENSITIVE TRANSACTION(S)

A. In case of Specific Transaction(s)

The Managing Director shall give prior notice to employee who are brought inside on sensitive transaction(s) and also made aware about the duties and responsibilities attached to receipt of inside information and liability that attaches to misuse or unwarranted use of such information on case to case basis.

B. In general matters

Non-disclosure Agreement shall be executed with every incoming/existing employee of the Company.

XIII. DOCUMENTATION

The Compliance Officer shall maintain following documents/ records for a minimum period of five years:

- A. Register of initial & continuous disclosure;
- B. Register of Designated Persons and changes therein;
- C. Record of date of closing and opening of trading window;
- D. Record of application made for preclearance alongwith undertaking taken thereof;
- E. Record of cases waiving holding period during emergency;
- F. Record of periodical and annual statement.

XIV. PENALTY FOR CONTRAVENTION

- A. Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).
- B. Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.
- C. In case it is observed that there has been a violation of PIT Regulations, the Company shall promptly inform same to the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by.
- D. Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc. and any amount collected under this clause shall be remitted to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act.
- E. 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.

XV. OTHER RESTRICTIONS

- A. The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives and by any other person for whom such person takes trading decisions.
- B. The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.

XVI. DISCLAIMER

This policy is only internal code of conduct and one of the measures to avoid insider trading. Every insider is required to familiarize himself with the SEBI Regulation as it will be the responsibility of each insider to ensure compliance of this code, SEBI Regulation and other related statutes fully.

XVII. SEBI REGULATIONS/STATUTORY PROVISIONS TO PREVAIL

Please note that in case the SEBI Regulation or any statutory provisions are more stringent than those contained in this code, the SEBI Regulations/ statutory provisions will prevail.

For DhanSafal Finserve Limited

S/d-

Director

**ANNEXURE I
FORMAT FOR TRADING PLAN**

Date:

**To,
The Compliance Officer,
DHANSAFAL FINSERVE LIMITED
A-301, Hetal Arch, S.V. Road, Opp. Natraj Market,
Malad (West), Mumbai-400064**

Dear Sir/Madam,

I, _____, in my capacity as _____ of the Company hereby submit the trading plan with respect to dealing in securities of the Company for a total period of 12 months from _____ to _____.

DP ID/Client ID / Folio No	Type of Security	Nature of Trade (Buy/Sell)	Proposed Date/time period of trade	No. /total amount of securities proposed to be traded

With respect to the above trading plan, I hereby undertake that I shall:

- I. Not entail commencement of trading on behalf of the insider earlier than 06 months from the public disclosure of the plan.
- II. Not entail trading for the period between the 20th trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of financial results for the said period;
- III. Not commence the trading as per above plan if the Unpublished Price Sensitive Information which is in my possession at present, do not comes into public domain till the time of commencement of trading plan & shall defer the commencement of trading plan till such information becomes generally available.
- IV. Not tender any other trading plan for the period for which the above trading plan is already in force; and
- V. Not entail trading in securities for market abuse.

Signature: _____

ANNEXURE II
SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date:

To,
The Compliance Officer,
Luharuka Media and Infra Limited
A-301, Hetal Arch, S.V. Road, Opp. Natraj Market,
Malad (West), Mumbai-400064

Dear Sir/Madam,

Sub: Application for Pre-dealing approval in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I seek approval to purchase/sale/subscribe _____ equity shares of the Company as per details given below:

1	Name of the applicant		
2	Designation		
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) creating, revoking or invoking lien/Pledge
6	Proposed date of dealing in securities		
7	Estimated number of securities proposed to be acquired/subscribed/sold		
8	Price at which the transaction is proposed		
9	Current market price (as on date of application)		
10	Whether the proposed transaction will be through stock exchange or off-market deal		
11	Folio No. / DP ID/ Client ID No. where the securities will be credited / debited		

I enclose herewith the form of Undertaking signed by me.

Yours Faithfully

(Signature)

ANNEXURE III
FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR
PRE-CLEARANCE

Date:

To,
The Compliance Officer,
Luharuka Media and Infra Limited
A-301, Hetal Arch, S.V. Road, Opp. Natraj Market,
Malad (West), Mumbai-400064

Dear Sir/Madam,

Undertaking

I, _____, _____ of the Company, residing at _____
am desirous of dealing in shares of the Company as mentioned in my application
dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) upto the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, 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 dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within 02 trading days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 trading days of the receipt of approval, failing which I shall file a report and may seek fresh pre-clearance.

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

Signature:

ANNEXURE IV
FORMAT FOR PRE- CLEARANCE ORDER

Date:

To,

Name:

Designation:

Place:

This is to inform you that your request for dealing in _____ shares of the Company as mentioned in your application dated is approved. Please note that the said transaction must be completed on or before _____, i.e. within _____ 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 securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 trading days from the date of transaction/deal. In case the transaction is not undertaken, a 'Nil' report shall be necessary.

Yours Faithfully,

FOR LUHARUKA MEDIA AND INFRA LIMITED
COMPLIANCE OFFICER

Name:

Encl: Format for submission of details of transaction

ANNEXURE V
FORMAT FOR DISCLOSURE OF TRANSACTIONS
(To be submitted within 2 days of transaction / dealing in securities of the Company)

Date:

To,
The Compliance Officer,
Luharuka Media and Infra Limited
A-301, Hetal Arch, S.V. Road, Opp. Natraj Market
Malad (West), Mumbai-400064

Dear Sir/Madam,

I hereby inform that I:

- have not bought / sold/ subscribed any securities of the Company, pre-cleared vide your order no. _____ dated _____.
- have bought/sold/subscribed to securities as mentioned below on _____ (date).

Name of holder	No. of securities dealt with	Bought/sold/ subscribed	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

- i. Broker's contract note;
- ii. Proof of payment to/from broker;
- iii. Extract of bank passbook/statement (to be submitted in case of demat transaction).
- iv. Copy of delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. 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).

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

Signature: _____

Name:

Designation:

*Strike off whichever is not applicable.

ANNEXURE VI
FORMAT FOR DISCLOSURE ON BECOMING PROMOTER/APPOINTMENT AS
DIRECTOR/KMP

FORM A

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

Name of the company: Luharuka Media and Infra Limited

ISIN of the company: _____

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

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP /Directors / Immediate relative to / Others etc	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

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

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

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
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:

ANNEXURE VII
DISCLOSURE FORCHANGE IN SHAREHOLDING

FORM B

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

Name of the company: Luharuka Media and Infra Limited

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, & address 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 intim ation to comp any	Mode of acquisition / disposal (on market/publ ic/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants , Convertible Debentures etc.)	No. and % of shareh olding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No	Value	Transac t ion Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants , Converti ble Debenture s etc.)	No. and % of sharehol ding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

***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:

ANNEXURE VIII
DISCLOSURE FOR HOLDING/CHANGE IN SHAREHOLDING

Form C (Indicative format)
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by Other connected persons as identified by the company

Name, PAN, CIN/DIN, & address with contact	Connection with company	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 etc.)	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – 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	

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:

Place:

ANNEXURE IX
**Disclosure by Promoter/member of Promoter Group/
Directors/Designated Persons & their immediate relatives**
(within 30 days from date of any changes or within 30 days of end of financial year)

Particulars of Individuals: (Designated Person / Immediate Relative / Person with whom Designated Person shares a material financial relationship)				No. of shares held on 1/4/20__	No. of shares bought during the year/ quarter	No. of shares sold during the year/ quarter	No. of shares held on 31/3/20__	DP ID-Client ID
Name	Relation	PAN or any other identifier authorized by law	Phone, mobile and cell numbers					

I/We declare that I/We have complied with the requirement of the minimum holding period of six months with respect to the securities purchased/sold/traded. *(Strick off if not applicable)*

I/We declare that I/We have not traded in securities of the Company, in one or a series of transactions, exceeding Rupees ten lakhs during the last quarter ended on _____ *(strike out if trading was carried out in accordance with pre-clearance route as per this code.)*

I/ We further declare that the above disclosure is true and correct and is in accordance with the Internal Code of Conduct of the Company for Regulating, Monitoring and Reporting of Trades by Insiders under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Name:

Designation:

Place:

Date:

Signature:

One-time disclosure by Designated Person(s)

Name of Designated Person	Educational Institute from which the Designated Person has graduated	Names of their past employers

Place:
Date:

Signature: