



Persistent Systems Limited

CODE OF CONDUCT

FOR PREVENTION OF INSIDER TRADING

PURSUANT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015 READ WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) (AMENDMENT) REGULATIONS, 2018

Revision History

Date	Version	Description	Author	Approver	Effective Date
May 10, 2015	1.0	Code of conduct for prevention of insider trading	Amit Atre	The Board of Directors of the Company	May 15, 2015
March 30, 2019	2.0	Code of conduct for prevention of insider trading	Amit Atre	The Board of Directors of the Company	April 1, 2019

Contents

PART I: Overview of Insider Trading Regulations	4
1. Definitions	4
2. Restrictions on Communication and Trading by Insiders	8
3. Disclosures to be made	8
4. Communication or Procurement of Unpublished Price Sensitive Information	9
5. Code of Internal Procedures and Conduct	9
PART II: Code of Conduct for Prevention of Insider Trading	10
1. Purpose	10
2. Important terms	10
3. Applicability	12
4. Code of Fair Disclosure and Conduct	13
5. Institutional Mechanism for Prevention of Insider trading	14
6. Compliance Officer: Role and Responsibility	15
7. Prohibition on Insider Trading	17
8. Preservation of Price Sensitive Information	19
9. Trading Plan	20
10. Trading Window – opening and closing	21
11. Threshold Limit & Pre-Clearance	24
12. Disclosures	25
13. Penalty for contravention of Code of Conduct	28
14. Miscellaneous	28
PART III: Code of Corporate Disclosure Practices for Prevention of Insider Trading	30
1. Purpose	30
2. Fair Disclosure of Unpublished Price Sensitive Information	30
3. Prompt disclosure of price sensitive information	30
4. Overseeing and coordinating disclosure	30
5. Responding to market rumors	31
6. Timely Reporting of shareholdings or ownership and changes in ownership	31
7. Disclosure or dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors	31
8. Medium of disclosure or dissemination	31
9. Dissemination by stock exchanges	32
10. Preservation of Price Sensitive Information:	32
Annexure to Part II – Code of Conduct	33
Annexure A	33
Annexure A1	35
Annexure A2	36
Annexure A3	37
Annexure B	38
Annexure C	39
Annexure D	40
Annexure E	41
Annexure F	42
Annexure G	43

PART I: Overview of Insider Trading Regulations

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time (hereinafter referred to as “the Regulations”), have been laid down to prevent “Insider Trading”.

“Insider Trading” takes place when any person who is or was connected with Persistent Systems Limited and its affiliates (the ‘Company’) or deemed to have been connected with the company and who has or can be reasonably expected to have access to Unpublished Price Sensitive Information, deals in the securities of the company on the basis of the Unpublished Price Sensitive information, informs, communicates, counsels or procures any Unpublished Price Sensitive information to any person should not deal in securities of the company while in possession of such Unpublished Price Sensitive Information.

Such dealings may tend to cause the Insider to unfairly gain or unfairly avoid losses vis-à-vis the ordinary investors.

1. Definitions

a. Chief Investor Relations Officer:

For the purpose of this Code, the Chief Investor Relations Officer will be such person who would be designated by the Board of Directors of the Company from time to time.

b. Compliance Officer:

In terms of Clause 2(c) of the Regulations, “Compliance Officer” means any senior officer, designated so and reporting to the Board of Directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be.

Explanation—For the purpose of this regulation, “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.”

c. Connected Person:

In terms of Clause 2(d) of the Regulations, “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 Securities Exchange Board of India Act, 1992 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
 - ["public financial institution" means—
 - i. the Life Insurance Corporation of India established under section 3 of the Life Insurance Corporation Act, 1956;
 - ii. the Infrastructure Development Finance Company Limited, referred to in clause (vi) of sub-section (1) of section 4A of the Companies Act, 1956 so repealed under section 465 of this Act;
 - iii. specified company referred to in the Unit Trust of India (Transfer of Undertaking and Repeal) Act, 2002;
 - iv. institutions notified by the Central Government under sub-section (2) of section 4A of the Companies Act, 1956 so repealed under section 465 of the Companies Act, 2013;
 - v. such other institution as may be notified by the Central Government in consultation with the Reserve Bank of India:
 - Provided that no institution shall be so notified unless—
 - (A) it has been established or constituted by or under any Central or State Act; or
 - (B) not less than fifty-one per cent. of the paid-up share capital is held or controlled by the Central Government or by any State Government or Governments or partly by the Central Government and partly by one or more State Governments;]
 - h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - i) a banker of the company; or
 - j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

Explanation: For the purpose of this definition the words "Connected Persons" shall mean any immediate relative of the connected persons.

Note: A connected person shall include an employee who has been in the employment of the Company and has left / resigned / retired from the Company and had access to the Unpublished Price Sensitive Information. In such cases, all the restrictions applicable to connected person shall become applicable to such person and he / she shall be restricted from trading the shares in violation of this Code.

d. Generally Available Information:

In terms of Clause 2(e) of the Regulations, Generally Available Information means information that is accessible to the public on a non-discriminatory basis;

Explanation: For the purpose of this definition the words “Generally Available Information” shall mean any information published on the website of the Company and on the website of the Stock Exchanges where the securities of the Company are listed.

e. Immediate Relative

In terms of Clause 2(f) of the Regulations, “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;

f. Insider:

In terms of Clause 2(g) of the Regulations, Insider means a person who:

- i. a connected person; or
- ii. in possession of or having access to unpublished price sensitive information.

Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider”.

g. Legitimate Purpose:

The Unpublished Price Sensitive Information can be shared by the concerned person for the following legitimate purposes:

- i. Legal Requirements
- ii. Government Requirements
- iii. Auditing purpose
- iv. Certification for special purpose
- v. Directions of Managing Director / Executive Director / Board of Directors

Explanation – For the purpose of illustration, the term “legitimate purpose” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

h. Promoter:

In terms of Clause 2(h) of the Regulations, "Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

i. Promoter Group

In terms of Clause 2(ha) of the Regulations, "Promoter Group" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

j. Regulations:

"Regulations" shall mean Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

k. Takeover Regulations:

In terms of Clause 2(k) of the Regulations, "takeover regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.

l. Trading:

In terms of Clause 2(l) of the Regulations, "trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

Note: Please note that after the Guidance Note of SEBI, the Designated Persons are allowed to exercise their ESOPs even during the Trading Window closure however they should not dispose-off / sell Persistent shares during this period

m. Trading Day:

In terms of Clause 2(m) of the Regulations, "trading day" means a day on which the recognized stock exchanges are open for trading;

n. Trading Plans:

Trading Plan gives an opportunity to the insider to plan the trades to be executed in future. It gives an option to persons who may be perpetually in possession of unpublished price sensitive information and enables them to trade in securities in a compliant manner as the trades had been pre-decided even before the unpublished price sensitive information came into being. There are certain additional duties of Compliance officer with respect to the reviewing, approving and monitoring the Trading Plan.

o. Unpublished Price Sensitive Information:

In terms of Clause 2(n) of the Regulations, “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: –

- i. Periodical financial results of the Company;
- ii. Intended declaration or recommendation of dividends (both interim and final);
- iii. Issue of securities or buy-back of securities or any other corporate action resulting to change in capital structure;
- iv. Any major expansion plans or execution of new projects;
- v. Amalgamation, mergers or take-overs, de-mergers, acquisitions, delistings, and such other transactions;
- vi. Disposal of the whole or substantial part of the undertaking;
- vii. Significant changes in the policies, plans or operations of the Company;
- viii. changes in key managerial personnel.

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996), the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

In terms of the Regulations, every listed company is mandatorily required to formulate and implement a code of conduct to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with these Regulations.

2. Restrictions on Communication and Trading by Insiders

Pursuant to Clause 3 and 4 of the Regulations respectively, “An Insider” cannot do the following: -

- a. Communicate, provide, allow access to, or counsel or procure (directly or indirectly), any Unpublished Price Sensitive Information, relating to the Company or securities listed or proposed to be listed, to any other person unless it is required for the legitimate purpose (as defined in the Code).
- b. Deal in securities of the company either on his own or on behalf of any other person, while in possession of any Unpublished Price Sensitive Information. An unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with respect to the certain transaction which are provided in Part II.

3. Disclosures to be made

There are certain initial and continual disclosures to be made by Promoters, Promoter Group, Key Managerial Personnel, Directors, their immediate relatives and by any person for whom such person takes trading decision or Officers of the Company in terms of Regulation 7. Such disclosures are to be maintained for a minimum period of five years.

4. Communication or Procurement of Unpublished Price Sensitive Information

Pursuant to Regulation 3(1) and (2), no person shall communicate, provide, allow access to, or counsel or procure (directly or indirectly), any Unpublished Price Sensitive Information to any other person unless it is required for legitimate purpose.

Regulation 3(3) provides for exemption to the above in the transactions specified below:

- a. A transaction that makes it obligatory to make an open offer under the takeover regulations where the Board of Directors of the listed company is of informed opinion that sharing of such information is in the best interests of the company;
- b. A transaction that does not make it obligatory to make an open offer under the takeover regulations but where the Board of Directors of the listed 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.

5. Code of Internal Procedures and Conduct

Among other entities, every listed company is required to frame, and adopt appropriate mechanism and procedures to enforce Code of Conduct to regulate, monitor and report Insider Trading. It is also required to follow a Code of Practices and Procedures for Fair Disclosure Principles mentioned in Schedule A and to observe the Minimum Standards for Code of Conduct as mentioned in Schedule B to the Regulations.

The Compliance Officer will ensure that the intermediaries and fiduciaries have a code of conduct to regulate, monitor and report trading by their designated persons and immediate relative of designated persons towards achieving compliance with these regulations, adopting the minimum standards set out in Schedule C to these regulations, without diluting the provisions of the said regulations in any manner.

Explanation - Professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising listed companies shall be collectively referred to as fiduciaries for the purpose of these regulations.”

Note: This is only an overview of the Regulations intended for brief reference. It will be the responsibility of each employee to ensure full compliance with SEBI guidelines and other related statutes. Employees as well as other readers are advised to refer to the detailed provisions of the Regulations and not to act merely on the basis of this overview.

PART II: Code of Conduct for Prevention of Insider Trading

1. Purpose

This document explains the policy in respect of the Code of Conduct for Prevention of Insider Trading for dealing in Securities of ***Persistent Systems Limited and its affiliates ("the Company")*** to be observed by all Promoters, Promoter Group, Directors and Designated Persons or any such persons as mentioned in this Code.

This Code of Conduct is mandatory, pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time (hereinafter referred to as "the Regulations").

The objective of this document is to communicate the Code of Conduct for dealing in Securities of the Company and maintaining confidentiality of the Price Sensitive Information by all Promoters, Promoter Group, Directors and Designated Persons or any such persons as mentioned in this Code.

The underlying principles in defining the Code of Conduct are to:

- a. help maintain the standards of business conduct
- b. help Promoters, Promoter Group, Directors, Key Managerial Personnel, Designated Persons and any such persons as mentioned in this Code to perform their duties according to the highest ethical standards of honesty, integrity, accountability, confidentiality and independence;
- c. ensure confidentiality of all Unpublished Price Sensitive Information of the Company shared pursuant to legitimate purposes, its business and affairs and make no use of it other than for furtherance of the Company's interest;
- d. ensure compliances of all applicable laws and regulations including Company's internal Code(s) of Conduct and Policies; and
- e. ensure and enable the Company to achieve highest standards of corporate governance.

2. Important terms

- a. "Code" or "Code of Conduct" shall mean this code of conduct for prevention of Insider Trading and includes any amendment thereto.
- b. "Connected Person" shall mean any specified person or a person who has a professional or business relationship with the Company and such other person or category of persons mentioned in Regulation 2(d) of the Regulations.
- c. "Director" shall mean all the Directors of the Company whether executive, non-executive or independent.

d. "Designated Persons" shall mean

Employees and connected persons designated on the basis of their functional role in the organization shall be governed by an internal code of conduct governing dealing in securities.

The Board of Directors shall in consultation with the Compliance Officer specify the Designated Persons to be covered by the code of conduct on the basis of their role and function in the organization and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation and shall include: -

- (i) Employees of such Company designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their Board of Directors;
- (ii) Employees of material subsidiaries of the Company designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their Board of Directors;
- (iii) All promoters of the Company;
- (iv) Chief Executive Officer and employees up to two levels below Chief Executive Officer of the Company, and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
- (v) Any support staff of the Company, such as IT staff or secretarial staff who have access to unpublished price sensitive information.

The Designated Persons shall be required to disclose the names and PAN or any other identifier authorized by law of the following to the intermediary or fiduciary on an annual basis and as and when the information changes:

- i. immediate relatives
- ii. persons with whom such designated person(s) shares a material financial relationship
- iii. Phone, mobile, and cell numbers which are used by them

In addition, names of educational institutions from which Designated Persons have studied 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 a loan or gift during the immediately preceding twelve 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.

The intermediaries and fiduciaries will maintain a list of their respective employees who have access to the unpublished price sensitive information of the Company and will adhere to the Regulations.

- e. "Employee" / designated person includes permanent and contractual employees, associates, consultants and trainees of the Company and its subsidiaries. (on the basis of their role)
- f. "Securities" shall mean securities of the Company which includes:
 - i. Shares, scrips, stocks, bonds, debentures, debenture stock or other marketable securities of a like nature.

- ii. Puts, calls or any other option on the Company’s Securities even though they are not issued by the Company.
 - iii. Futures, derivatives and hybrids and
 - iv. Such other instruments as may be declared to be such by the Compliance Officer from time to time.
- g. “Threshold Limit” shall mean the dealing limit in Securities of specified in Clause 11 of this Code as revised from time to time by Board of Directors of the Company in consultation with the Compliance Officer. All Promoters, Promoter Group, Directors, Key Managerial Personnel and Designated Persons intending to deal in the Securities of the Company beyond the Threshold Limit should pre-clear their transaction as per procedure mentioned in the Code.
- h. “Trading Window” is a period to be specified by the Company for trading in the Company’s Securities by Promoters / Promoter Group / Directors / Key Managerial Personnel / Designated Persons and their Immediate Relatives. Promoters / Directors / Key Managerial Personnel / Designated Persons and their Immediate Relatives will not be able to deal in Company’s Securities if the Trading Window is intimated as being closed by the Company. The detailed information about opening and closing of Trading Window is given in Clause 10 of this Code. The Trading Window shall be closed during the time Price Sensitive Information remains unpublished and shall open 48 hours after the information is made public.

(Note: For the meaning of the terms “Immediate Relative”, “Insider” “Insider Trading”, “Price Sensitive Information”, “Promoter”, “Promoter Group”, “Regulations”, “Trading” and “Unpublished Price Sensitive Information” see Part I of this document)

3. Applicability

The following persons will be covered by the Code of Conduct: -

Sr. No.	Clause	Applicability
1.	Prohibition on Insider Trading	Promoters, Promoter Group, Directors, Key Managerial Personnel and all the Employees including Designated Persons
2.	Preservation of Price Sensitive Information	Promoters, Promoter Group, Directors, Key Managerial Personnel and all the Employees including Designated Persons
3.	Trading Window-opening and closing	Promoters / Promoter Group / Directors / Key Managerial Personnel / Designated Persons and their Immediate Relatives. Trading Window Closure shall also be applicable to any person having contractual or fiduciary relationship with the Company. Therefore, it will be also applicable to Auditors, Accountancy Firms, Law Firms, Analysts, Consultants, etc. assisting or advising the Company.

Sr. No.	Clause	Applicability
4.	Threshold Limit & Pre-clearance	Promoters / Promoter Group / Directors / Key Managerial Personnel / Designated Persons and their Immediate Relatives
5.	Disclosures	Promoters / Promoter Group / Directors /Key Managerial Personnel / Designated Persons and their Immediate Relatives
6.	Penalty for contravention of the code	Promoters, Promoter Group, Directors, Key Managerial Personnel and all the Employees including Designated Persons
7.	Miscellaneous	Promoters, Promoter Group, Directors, Key Managerial Personnel and all the Employees including Designated Persons

Trading Window Closure restrictions on intermediaries and fiduciaries:

The Compliance Officer shall intimate the Compliance Officer or any other official, a point of contact of the intermediaries and fiduciaries (the ‘Compliance Officer of the intermediaries and fiduciaries’) about the Trading Window closure. The Compliance Officer of the intermediaries and fiduciaries in turn will be responsible for intimating the same to their respective employees about the window closure and will restrict such Designated Persons of the intermediaries and fiduciaries from trading of shares of the Company during the trading window closure.

4. Code of Fair Disclosure and Conduct

The Board of Directors has formulated a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information for events and occurrences that can impact prices of the securities. The Code will be applicable to the Designated Persons and the immediate relatives of the Designated Persons of the Company.

The Code also requires intermediaries and fiduciaries to formulate a Code of Conduct for the persons handling the Unpublished Price Sensitive Information of the Company and will be monitored as per the SEBI Regulations and Code formulated by the concerned firm/organization.

The intermediaries and fiduciaries are required to provide a yearly report to the Company on the adherence of the SEBI Regulations. The same will be placed on a yearly basis in the Board Meeting of the Company.

In case of violation of the Code, the Compliance Officer of the intermediaries and fiduciaries shall intimate the same to SEBI under intimation to the Company.

The Company shall adhere to the following principles of:

- a. Equality of access to information;
- b. Publication of policies on Dividend;

- c. Inorganic growth pursuits;
- d. Analysts Calls and Meetings;
- e. Publication of transcripts of such call and meetings; and the like.

Every such Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information will be promptly intimated to the Stock Exchanges where the securities of the Company are listed.

5. Institutional Mechanism for Prevention of Insider trading

The Company has following mechanism for prevention of insider trading:

- (1) The Compliance Officer of the Company has put in place adequate and effective system of internal controls to ensure compliance with the requirements given in the Regulations to prevent Insider Trading.
- (2) The internal controls include the following:
 - (a) all employees who have access to unpublished price sensitive information are identified as Designated Person;
 - (b) all kind of unpublished price sensitive information is identified, and its confidentiality is maintained as per the requirements of the Regulations;
 - (c) adequate restrictions are placed on communication or procurement of unpublished price sensitive information as required by the Regulations;
 - (d) lists of all employees (Designated Person) and other persons with whom unpublished price sensitive information is shared is maintained and confidentiality agreements are signed, or notices are served to all such employees and persons;
 - (e) all other relevant requirements specified under the Regulations shall be complied with;
 - (f) periodic process reviews by the Audit Committee to evaluate effectiveness of such internal controls.
- (3) The Board of Directors of the Company shall ensure Compliance Officer ensures compliance with the Regulations.

The Audit Committee of a Company shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
- (4) The Compliance Officer on behalf of the Board of Directors of the Company to take a confirmation from the Board of Directors or head(s) of the organization of respective intermediaries and fiduciaries to ensure that its Chief Executive Officer or the Managing Director or such other analogous person ensures compliance with regulation 9 and sub-regulations (1) and (2) of the said Regulation.

The Compliance Officer on behalf of the Board of Directors of the Company to take a confirmation from analogous body of intermediary or fiduciary on compliance with the provisions of these regulations at least once in a financial year and also of verification that their systems for internal control are adequate and are operating effectively.
- (5) The Company has written policies and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, which are approved by Board of Directors of the Company.

The Company shall initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and shall inform the SEBI promptly of such leaks, inquiries and results of such inquiries.

- (6) The Company has a Whistle-Blower Policy and make employees aware of such policy to enable employees to report instances of leak of unpublished price sensitive information.

Procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information:

The Company shall take a confirmation from respective intermediaries and fiduciaries that in case there is an inquiry initiated by the Company on account of leakage of unpublished price sensitive information or suspected leakage of unpublished price sensitive information, relevant intermediaries and fiduciaries shall co-operate with the Company in connection with such inquiry conducted by Company.

In such cases, the Company will take the following steps:

- a. The access of the concerned person to unpublished price sensitive information will be stopped and removed immediately;
- b. The Compliance Officer to inform Chairman and Managing Director, Chief Financial Officer and head of Internal Audit Team about the leakage of unpublished price sensitive information or suspected leak of unpublished price sensitive information, as the case may be;
- c. The other people on the Project/activity, wherein the leakage has occurred and who are under Chinese wall procedures will take due precautions to not to discuss it further;
- d. The Management shall / has appointed an Investigation Committee for making the inquiry and it will adhere to strict timelines for the closure of the investigation;
- e. Once the Investigation report is completed, a disciplinary action will be taken against the concerned Designated Person;
- f. The details of such leakage will be presented to the Board of Directors in its meeting. The details shall be placed before the Board of Directors of the Company and it shall include instance of the leakage, efforts taken to control the damage, the investigation report along with the disciplinary action taken in this regard; and
- g. The Compliance Officer will inform SEBI about the instance, action taken in this regard and also the preventive measure to be taken after the activity is completed.

The instances of leakage from the end of intermediaries, fiduciaries and such other entities will be handled by the Head / Executive Management of the respective organization as per their respective Code of Conduct. Since it is leakage of the Company's information, the same needs to be intimated to the Compliance Officer of the Company as soon as the event happens / notified but not later than 2 (Two) working days; and he will be looped in for all the communications. The intermediaries, fiduciaries and such other entities are required to co-operate in all such inquiries by the Company and SEBI.

In such cases, the Board of Directors of the Company will take note of the same; and may take appropriate disciplinary action against the intermediaries, fiduciaries and such other entities.

6. Compliance Officer: Role and Responsibility

The Company Secretary of the Company shall be the compliance officer of the Company ("Compliance Officer") and for this purpose he shall report to the Chairman and Managing of the Company and function under the supervision of the Board of Directors. In the event of any vacancy in the office of the Compliance Officer, such other person as appointed by the Chairman and Managing Director shall

be the Compliance Officer for the period till the next incumbent is appointed to the office of the Compliance Officer. In the absence of the Compliance Officer due to leave or any other reason, the officer designated by the Managing Director shall discharge the function of the Compliance Officer. For cases involving the Company Secretary, the Compliance Officer shall report the matter to the Chairman and Managing Director of the Company. For cases relating to the Chairman and Managing Director, the Compliance Officer shall report the matter to the Chairman of the Audit Committee of the Board of Directors.

The Compliance Officer's duties shall include the following:

- a. Setting forth policies, procedures, monitoring adherence to the rules for the preservation of Price Sensitive Information.
- b. Pre-clearing of trades of the Promoters, Directors, Key Managerial Personnel and Designated Persons and / or through their Immediate Relatives beyond Threshold Limit specified from time to time.
- c. Monitoring of trades.
- d. Procuring list of Immediate Relatives from the Promoters, Directors, Key Managerial Personnel, Officers, and Designated Persons.
- e. Maintaining a record of the Promoter, Promoter Group, Directors, Key Managerial Personnel, Designated Persons and their Immediate Relatives and any changes to the list thereof.
- f. Assisting and providing clarifications to all the employees regarding the SEBI Insider Trading Regulations and the Company's Code of Conduct.
- g. Informing the Promoter, Promoter Group, Directors, Key Managerial Personnel and Designated Persons of Trading Window, its opening and closing periods and determining the closure of Trading Window in additional cases.
- h. Considering and / or approving applications for waiver of holding period of trades by the Promoter, Promoter Group, Directors, Key Managerial Personnel, Designated Persons and their Immediate Relatives after recording reasons thereof.
- i. Reviewing the Trading Plan to assess whether the plan would have any potential for violation of the Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- j. Notify the Trading Plan to Stock Exchanges where the securities of the Company are listed.
- k. Maintaining records of all statements or declarations given by the Promoter, Promoter Group, Directors, Key Managerial Personnel, Designated Persons and their Immediate Relatives regarding their holdings for a minimum period of 3 (three) years as prescribed under the model code of conduct under the Regulations.
- l. Report to the Board of Directors and to the Chairman of the Audit Committee on quarterly basis of the incidences of non-compliance.
- m. Informing the Stock Exchanges of any Price Sensitive Information on immediate basis.
- n. Informing SEBI of any violation of the Regulations as soon as the Compliance Officer becomes aware of such violation.
- o. To ensure that the gap between clearance of accounts by Audit Committee and Board Meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

- p. Implementation of the Code of Conduct
- q. Administer the Code of Conduct and monitor compliance with other requirements under these Regulations.
- r. Ensure that a notice has been sent to Intermediaries and fiduciaries for complying with the Regulations and receiving a report on a yearly basis from respective Intermediary and fiduciary.

Duties of Compliance Officer with respect to Trading Plans:

- a. The Compliance Officer would have to review and approve the Trading Plan. He is entitled to seek such express undertaking as may be necessary to enable the assessment and to approve and monitor the implementation of plan. For doing so, he may need the insider to declare that he is not in possession of Unpublished Price Sensitive Information or that he would ensure that any Unpublished Price Sensitive Information in his possession becomes generally available before he commences executing his trades. Once satisfied, he may approve the trading plan, which would then have to be implemented in accordance with these Regulations.
- b. The implementation of the trading plan shall not be commenced if any Unpublished Price Sensitive Information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation. In such event, the Compliance Officer shall confirm that the commencement ought to be deferred until such Unpublished Price Sensitive Information becomes generally available information.
- c. Once the Trading Plan is approved, the Compliance Officer shall notify the plan to the Stock Exchanges on which the securities are listed.

7. Prohibition on Insider Trading

An Insider including but not limited to Promoters, Directors, Key Managerial Personnel, Designated Persons and their Immediate Relatives is prohibited from:

- a. Dealing in Securities on its own or on behalf of any other person directly or indirectly when in possession of any Unpublished Price Sensitive Information;
- b. Communicating, counseling or procuring directly or indirectly any Unpublished Price Sensitive Information to any person who while in possession of such Unpublished Price Sensitive Information shall not deal in Securities. Provided that this is not applicable for any communication made by Insider in the ordinary course of business, profession, employment or under any law.
- c. Communicating, counseling or procuring directly or indirectly any Unpublished Price Sensitive Information to any person by way of recommendation to buy or sell or not to buy or sell the Securities of the Company.

An Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with respect to the following transaction:

(a) Transactions that make it obligatory to make an open offer under the Takeover Regulations:

The Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the company.

It is intended to acknowledge the necessity of communicating, providing, allowing access to or procuring Unpublished Price Sensitive Information for substantial transactions such as takeovers,

mergers and acquisitions involving trading in securities and change of control to assess a potential investment.

In an open offer under the Takeover Regulations, not only would the same price be made available to all shareholders of the company but also all information necessary to enable an informed divestment or retention decision by the public shareholders is required to be made available to all shareholders in the letter of offer under those regulations.

(b) Transactions that do not make it obligatory to make an open offer under the Takeover Regulations:

The Board of Directors of the Company is of informed opinion that it is in the best interests of the company.

The information that constitute Unpublished Price Sensitive Information is disseminated to be made generally available at least two trading days prior to the sharing of such information as given in the Part III of this Code.

The Board of Directors would cause public disclosures of such Unpublished Price Sensitive Information well before the sharing of such information to rule out any information asymmetry in the market.

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.

Trading when in possession of Unpublished Price Sensitive Information:

An insider shall not trade in securities that are listed or proposed to be listed on a Stock Exchange when he / she is in possession of Unpublished Price Sensitive Information.

However, the insider may prove his innocence by demonstrating the circumstances including the following:

- a) the transaction is an off-market inter-se transfer between insiders who were in possession of the same Unpublished Price Sensitive Information without being in breach of Regulation 3 and both parties had made a conscious and informed trade decision.

Provided that such unpublished price sensitive information was not obtained under sub regulation (3) of regulation 3 of the Regulations.

Provided further that such off-market trades shall be reported by the insiders to the company within two working days. Every company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.

- b) the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained by either person under sub-regulation (3) of regulation 3 of the Regulations.

- c) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- d) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- e) in the case of non-individual insiders: –
 - i. the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such Unpublished Price Sensitive Information when they took the decision to trade;
 - ii. appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
- f) the trades were pursuant to a Trading Plan set up in accordance with Regulation 5.

8. Preservation of Price Sensitive Information

- a. “Need to Know Basis”: Promoters, Promoter Group, Directors, Key Managerial Personnel and Designated Persons should disclose Unpublished Price Sensitive Information only to those within the Company who need the information to discharge their lawful duties and whose possession of such information will not give appearance of misuse of the information (“Need to Know Basis”). All the Employees acquiring the Unpublished Price Sensitive Information shall ensure that the disclosure is strictly on a Need to Know Basis. No Promoter, Promoter Group, Director, Key Managerial Personnel, Designated Persons and other Employee shall pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of Securities of the Company.
- b. Confidentiality of Price Sensitive Information: Promoters, Promoter Group, Directors, Key Managerial Personnel, Designated Persons and all other Employees shall maintain the confidentiality of all Price Sensitive Information. If they are circulating it on a “need to know” basis then they should send the same in a sealed envelope super-scribed as “Private” or “Privileged” or “Confidential Information” or “Envelope to be opened by addressee only” or in a similar manner. No Promoter, Promoter Group, Directors, Key Managerial Personnel, Designated Persons and other Employees shall disclose, directly or indirectly, the Unpublished Price Sensitive Information except as per prevalent corporate disclosure policy or on a “Need to Know Basis”.
- c. Promoters, Promoter Group, Directors, Key Managerial Personnel, Officers, Designated Persons and all other Employees in possession of confidential information should ensure that the relevant files are kept secure and under lock and key. Computer files must have adequate security of login, password etc. Information sent through electronic media should be marked “Confidential Information” at the top of the information sent.

- d. Not to solicit or procure Unpublished Price Sensitive Information: No Designated Persons shall solicit or seek or attempt to solicit or seek Unpublished Price Sensitive Information regarding the Company from any other person including the Auditors except where the information is required to disclose to it on a Need to Know Basis.
- e. All Employees shall immediately report the breach of any provisions of this Code or of the Regulation to the Compliance Officer.
- f. In case of specific transactions such as merger, amalgamation or takeover, it will be the responsibility of the leader of the task force to ensure that no member of the task force divulges any Unpublished Price Sensitive Information to anyone and does not trade on the basis of information available with him. The leader of the task force has to take written oath regarding the same from each member of the task force.
- g. Some Clauses of this Code require compliances from the Immediate Relatives of the Promoter, Promoter Group, Director, Key Managerial Personnel, Designated Persons. Promoter, Promoter Group, Directors, Key Managerial Personnel, Designated Persons respectively shall be responsible for the compliance of this Code by their Immediate Relatives.

9. Trading Plan

In terms of Regulation 5, the insider is provided with an option to trade in securities in a compliant manner in the following manner:

- a. An insider is entitled to formulate a trading plan which has to be approved by the Compliance Officer and a public disclosure of such plan has to be made.
- b. A Trading Plan can be commenced only after 6 months from the date of the public disclosure. Such a period is considered reasonably long for unpublished price sensitive information that is in possession of the insider when formulating the trading plan, to become generally available. However, this is only a statutory cool-off period and would not grant immunity from action if the insider were to be in possession of the same Unpublished Price Sensitive Information both at the time of formulation of the plan and implementation of the same.
- c. The Trading Plan should not entail / provide for the trades to be made from the twentieth trading day prior to the last day of the financial period for which the results are required to be announced and the second trading day after the disclosure of such financial results. The Trading Plan is envisaged to be an exception to the general rule prohibiting trading by insiders when in possession of Unpublished Price Sensitive Information, it is important that the trading plan does not entail trading for a reasonable period around the declaration of financial results as that would generate Unpublished Price Sensitive Information.
- d. The Trading Plan has to be made for a minimum period of at least 12 months.
- e. Only one Trading Plan can be made to cover the trades to be made in a particular period.

- f. The Trading Plan should 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
- g. The Plan should not entail trading in securities for market abuse. For instance, in the event of manipulative timing of the release of Unpublished Price Sensitive Information to ensure that trading under a trading plan becomes lucrative in circumvention of regulation 4 being detected, it would be open to initiate proceedings for alleged breach of SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003.
- h. The Plan once approved by the Compliance Officer shall be irrevocable and the insider 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.

Note: The implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information. This is intended to address the prospect that despite the six-month gap between the formulation of the Trading Plan and its commencement, the unpublished price sensitive information in possession of the insider is still not generally available.

- i. Once the Trading Plan is approved, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.
- j. The pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
- k. Trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

10. Trading Window – opening and closing

- a. The Promoter, Directors, Key Managerial Personnel, Designated Persons and their Immediate Relatives while they are not in the possession of Unpublished Price Sensitive Information may trade in the Securities of the Company when the Trading Window is open. Promoter, Directors, Key Managerial Personnel, Officers, Designated Persons and their Immediate Relatives shall not trade in the Securities of the Company when the Trading Window is closed. Promoter, Directors, Key Managerial Personnel and Designated Persons should ensure that the Trading Window is open prior to entering into any transaction on trading in the Securities of the Company.

b. Trading Window shall remain closed during the events which may include as follows:

Sr. No.	Event	Window to remain close	
		From	To
1	Declaration of Financial Results for the quarter ended June 30	Earlier of the date of the circulation of the agenda for the meeting of the Board OR the end of June 23	48 hours after submission of financial results to the Stock Exchange
2	Declaration of Financial Results for the quarter and period ended September 30	Earlier of the date of the circulation of the agenda for the meeting of the Board OR the end of September 23	As Above
3	Declaration of Financial Results for the quarter and period ended December 31	Earlier of the date of the circulation of the agenda for the meeting of the Board OR the end of December 24	As Above
4	Declaration of Financial Results for the quarter and year ended March 31	Earlier of the date of the circulation of the agenda for the meeting of the Board OR the end of March 24	As Above
5	Declaration and recommendation of Dividends (Interim or Final)	Earlier of the date of the circulation of the agenda for the meeting of the Board of Directors OR Intimation to Stock Exchange of the date of Board Meeting wherein the proposal for dividend will be considered.	48 hours after intimation of Board's decision to the Stock Exchange
6	Issue of Securities by way of public or rights or bonus, split, buyback or any etc.	Earlier of the date of the circulation of the agenda for the meeting of the Board of Directors OR Intimation to Stock Exchange of the date of Board Meeting wherein the proposal for issue of securities will be considered.	48 hours after intimation of Board's decision to the Stock Exchange
7	Any major expansion plans or execution of new projects or contracts	Earlier of the date of the circulation of the agenda for the meeting of the Board of Directors OR Intimation to Stock Exchange of the date of Board Meeting wherein the proposal for major expansion plans or execution of new projects or contracts will be considered.	48 hours after intimation of Board's decision to the Stock Exchange

Sr. No.	Event	Window to remain close	
		From	To
8	Amalgamation, merger, de-merger, delisting, takeover, asset acquisitions and expansion of business	Earlier of the date of the circulation of the agenda for the meeting of the Board of Directors OR Intimation to Stock Exchange of the date of Board Meeting wherein the proposal for amalgamation, merger, de-merger, delisting, takeover, asset acquisitions and expansion of business will be considered.	48 hours after intimation of Board's decision to the Stock Exchange
9	Disposal of whole or substantially whole of the undertaking	Earlier of the date of the circulation of the agenda for the meeting of the Board of Directors OR Intimation to Stock Exchange of the date of Board Meeting wherein the proposal for disposal of whole or substantially whole of the undertaking will be considered.	48 hours after intimation of Board's decision to the Stock Exchange
10	Any changes in plans, policies or operations of the Company	Earlier of the date of the circulation of the agenda for the meeting of the Board of Directors OR Intimation to Stock Exchange of the date of Board Meeting wherein the proposal for change in plans, policies or operations of the Company will be considered.	48 hours after intimation of Board's decision to the Stock Exchange

Provided that:

- i. As regards closure of Trading Window in respect of other Price Sensitive Information of the Company, the Compliance Officer will decide and intimate to all concerned, the date of closure of Trading Window and re-opening thereof at the appropriate time.
- ii. The Compliance Officer may also declare that the Trading Window shall be closed for an additional period for specified Employees for a described period from time to time ("Additional Closure").
- iii. Where the Company expects the Stock Exchange to maintain the confidentiality of any information intimated to the Stock Exchange, the Trading Window will open 48 hours after the information is made public by the Company.

- iv. The gap between clearance of accounts by Audit Committee and Board Meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.
- c. The Trading Window shall be considered as open at all other times except when it is closed as specified in the Clause 10(b).

11. Threshold Limit & Pre-Clearance

a. Threshold Limit:

The Threshold Limit is a limit fixed by the Board of Directors beyond which any dealing in Securities by the Promoter, Promoter Group, Directors, Key Managerial Personnel, Designated Persons and their Immediate Relatives shall require a pre-clearance by the Compliance Officer. Such limits shall be fixed by the Board of Directors in consultation with the Compliance Officer and will be notified by the Compliance Officer from time to time. The Threshold Limit as on the date of effect of this Code of Conduct is transaction value of **INR 10,00,000** in a calendar quarter (either in one transaction or in a series of transactions).

b. Pre-Clearance Procedure:

Promoter, Promoter Group, Directors, Key Managerial Personnel and Designated Persons and their Immediate Relative who intend to deal in the Securities of the Company beyond Threshold Limit in a calendar quarter should pre-clear the transaction(s) with the Compliance Officer of the Company. This is a mandatory requirement and they shall not apply for pre-clearance if they are in possession of Unpublished Price Sensitive Information even when the Trading Window is open. The following procedure shall be followed for pre-clearance:

- i. Application should be made to the Compliance Officer of the Company in the form annexed hereto as **Annexure A**. One original will be returned to the Promoter / Director / Key Managerial Personnel / Designated Persons with the decision of the Compliance Officer endorsed on it.
- ii. An undertaking in the form annexed hereto as **Annexure A1 and A2** shall be executed in favour of the Company by such Promoter / Director / Key Managerial Personnel / Designated Persons along with the said application.
- iii. The Compliance Officer will endeavour to decide on the application for pre-clearance within 2 (two) working days of receipt of the application. The Compliance Officer is entitled to seek declarations to the effect that the applicant is not in possession of Unpublished Price Sensitive Information. He will decide whether such declaration is reasonably capable of being rendered inaccurate. He may refuse to pre-clear the transaction in appropriate cases keeping in mind the object of this Code.
- iv. Promoters, Promoter Group, Directors, Key Managerial Personnel and Designated Persons should ensure that they have got a pre-clearance from the Compliance Officer before executing their order in respect of the Securities of the Company.

- v. The Promoter / Promoter Group / Director / Key Managerial Personnel / Designated Persons shall execute their order in respect of the Securities of the Company and / or as the case may be within 7 (seven) calendar days after pre-clearance is given. They shall intimate the execution of the trade to the Compliance Officer in the format given in **Annexure F** within two trading days of the execution of the transaction.
- vi. If the order is not executed within 7 (seven) calendar days after the approval is given, the Promoter / Promoter Group / Director / Key Managerial Personnel / Designated Person must disclose the reason for not carrying out the transaction in Annexure A3 and get the transaction pre-cleared again by following the procedure for pre-clearance.

c. Minimum Holding Period:

All Promoters, Promoter Group, Directors, Key Managerial Personnel, Designated Persons and / or through their Immediate Relatives who buy or sell any number of Securities of the Company shall not enter into an opposite transaction i.e. sell or buy any number of Securities during the next six months following the prior transaction. All Promoters, Promoter Group, Directors, Key Managerial Personnel and Designated Persons shall also not take positions in derivative transactions of the Securities of the Company at any time.

Provided that, in the case of subscriptions in the primary markets (IPO/FPO), the holding period for the Securities obtained from such IPO/FPO shall commence when the Securities are actually allotted and continue for a period of 30 days thereafter.

d. Waiver of Minimum Holding Period:

If the Promoter, Promoter Group, Director or Key Managerial Personnel or Designated Person requires waiving the holding period, he or she should apply to the Compliance Officer for such waiver in the format annexed hereto as **Annexure B**. The waiver may be granted only in the case of personal emergency. The Compliance Officer shall with his recommendation refer the matter to the Chairman and Managing Director for his direction before approving any waiver of the minimum holding period.

If a contra trade is executed, inadvertently or otherwise, in violation of these restriction of minimum holding period, the profits from such trade shall be liable to be disgorged to SEBI who shall credit the same to the 'SEBI-IEPF' i.e. Investor Protection and Education Fund (IPEF).

e. Advice regarding Pre-Clearance

In case of a doubt about the applicability of this Clause 11 to a proposed transaction in the Securities, Promoter, Promoter Group, Director, Key Managerial Personnel or Designated Person shall be responsible to check with the Compliance Officer.

12. Disclosures

The disclosures to be made by any person shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

The disclosure of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account.

These disclosures shall be maintained by the Company for a period of 5 (Five) years.

Summary of Disclosure requirements under Clause 12:

Sr. No.	Particulars	Clause	Form
1.	Initial Disclosures		
	Promoter / Key Managerial Personnel / Director / Immediate Relative as defined in Regulation 6 (2) by June 15, 2015; and for Promoter Group by February 20, 2019	11(I)(a) & (b)	D
	On appointment as a Key Managerial Personnel / Director / Promoter / Promoter Group within 7 Days from Such Appointment or becoming a Promoter / Promoter Group	11(I)(a) & (b)	E
2.	Continual Disclosures		
	Promoter / Promoter Group / Designated Persons / Director / Immediate Relative as defined in Regulation 6 (2) disclose to Company securities acquired / disposed within 2 trading days of the transaction if value exceeds Ten Lakh rupees in calendar quarter.	11(I)(c)	F
	Company shall notify the particulars of such trade to the Stock Exchanges within 2 trading days of receipt of disclosure or becoming aware of such information.	11(II)	F
3.	Disclosures by other connected Persons		
	Consultants / Advisor / Auditors / Secretarial Auditors and the like.	11(III)	G

I. By Promoter / Promoter Group / Director / Key Managerial Personnel :

- a. A Promoter, Promoter Group, Director, Key Managerial Personnel shall disclose to the Compliance Officer of the Company the number of Securities or voting rights held and positions taken in derivatives by him or her and / or his or her Immediate Relatives, in the Company within:
 - i. 30 (Thirty) days of the date on which this Regulation comes into effect i.e. within 30 days from May 15, 2015 and for Promoter Group i.e. within 30 days from January 21, 2019
 - ii. 7 (Seven) days of his or her becoming a Promoter, Promoter Group, Director, Key Managerial Personnel or Officer.

The said disclosure may be made in the form annexed hereto as **Annexure D and E respectively**. This will also cover “Nil” disclosures.

- b. A Promoter, Promoter Group, Director, Key Managerial Personnel shall make a disclosure to the Compliance Officer of the Company regarding the details of his / her Immediate Relatives within:
 - i. 30 (Thirty) days of the date on which this Regulation comes into effect i.e. within 30 days from May 15, 2015 and for Promoter Group i.e. within 30 days from January 21, 2019.
 - ii. 7 (Seven) days of his or her becoming a Promoter, Promoter Group, Director, Key Managerial Personnel.

The said disclosure shall be made in the form annexed hereto as **Annexure D and E respectively**. This will also cover “Nil” disclosures.

- c. A Promoter, Promoter Group, Director or Key Managerial Personnel or Designated Persons shall also make a disclosure to the Compliance Officer of the Company, the number of shares or voting rights held and change in shareholding or voting rights, if there is any change in holding of Securities of his or her and his / her Immediate Relative, from last disclosure made and if such change exceeds **INR 10,00,000** (Rupees Ten Lakhs only) in value of securities traded, whether in one transaction or a series of transactions over any calendar quarter within 2 (two) trading days of such transaction.

Explanation — It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure shall be made when the transactions effected after the prior disclosure cross the threshold of INR 10,00,000 (Ten Lakhs only) in value of the traded securities.

The said disclosure shall be made in the form annexed hereto as **Annexure F**.

II. Disclosure by the Company to the Stock Exchanges:

- a. The Company shall within 2 trading days of receipt of the disclosure or becoming aware of such information, shall disclose to the BSE Limited and the National Stock Exchange of India Limited on which the Securities of the Company are listed, the information received under above para (I)(c).
- b. The aforesaid disclosure shall also be made through electronic filing in accordance with the system devised by the Stock Exchanges.
- c. The said disclosure shall be made in the form annexed hereto as **Annexure F**.

III. By other Connected Persons:

All the connected persons shall yearly disclose to the Compliance Officer of the Company the number of Securities held by him or her, in the Company within 1 month from the end of every financial year.

The said disclosure may be made in the form annexed hereto as **Annexure G**. This will also cover “Nil” disclosures.

13. Penalty for contravention of Code of Conduct

- a. Any Promoter, Promoter Group, Director, Key Managerial Personnel and Designated Person who trades in Securities or communicates any information for trading in Securities in contravention of this Code of Conduct may be penalized and appropriate action may be taken against him or her by the Company.
- b. Any Promoter, Promoter Group, Director, Key Managerial Personnel and Designated Person who violates the code of conduct shall also be subject to disciplinary action by the Company which action may include salary freeze, suspension, recovery, claw back, termination of position / employment ineligibility for future participation in ESOP schemes of the Company and/or such other action as may be decided by the Board of Directors.
- c. This action shall not preclude SEBI from taking any action for violation of the Regulations. To protect the interests of the investors and in the interests of the securities market and for due compliance with the provisions of the Act, regulations made thereunder issue any or all of the following orders, namely:
 - i. Directing the Insider not to deal in Securities in any particular manner.
 - ii. Prohibiting the Insider from disposing of any of the Securities acquired in violation of the Regulations.
 - iii. Restraining the insider from communicating with or counseling any person to deal in Securities.
 - iv. Declaring the transaction(s) in Securities as null and void.
 - v. Directing the person who acquired the Securities in violation of these regulations to deliver the Securities back to the seller.
 - vi. Directing the person who has dealt in Securities in violation of the Regulations to transfer amount or proceeds equivalent to the cost price or market price of Securities, whichever is higher to the investor protection fund of a recognized stock exchange.
- d. In case it is observed by the Company that there has been a violation of Regulations, Company shall promptly inform SEBI about the same.
- e. Any person who contravenes or attempts to contravene or abets the contravention of the provisions of the Regulations, he shall be punishable with imprisonment for a term which may extend to **ten years** or with **fine, which may extend to twenty - five crore rupees** or **with both**.

14. Miscellaneous

- a. The Board of Directors shall intimate to the Compliance Officer any changes in policies so as to enable him to notify the Designated Persons accordingly.

- b. The Board of Directors of the Company reserves the right to change / amend this Code of Conduct from time to time at its sole discretion and / or in pursuance of any amendments made to the Regulations without giving prior notice.
- c. All correspondence with regard to this Code should be sent to the Compliance Officer and marked "CONFIDENTIAL".
- d. This Code of Conduct shall come into effect from May 15, 2015. – Revision summary table at the top of the Code

A copy of the SEBI Regulations is available at the official website of SEBI (Currently at <http://www.sebi.gov.in/>). Employees are advised to peruse the SEBI Regulations carefully and acquaint themselves with all the provisions contained therein. Clarification / assistance may be sought from the Compliance Officer.

This policy is only an internal code of conduct and only one of the measures to prevent insider trading. This is framed substantially in accordance with the guidelines laid down by SEBI to preserve the confidentiality of Unpublished Price Sensitive Information and for prevention of misuse of such information. In case of conflict between this Code of Conduct and SEBI Regulations the SEBI Regulations will prevail. It will be the responsibility of each Director or Officer or Designated Employee or Employee and every insider to ensure compliance with SEBI guidelines and other related statutes in full.

PART III: Code of Corporate Disclosure Practices for Prevention of Insider Trading

1. Purpose

As per Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulation, 2015 (hereinafter referred to as 'Regulations'), every Listed Company is required to follow the Code of Corporate Disclosure Practices as specified in Schedule A for prevention of insider trading and prompt dissemination of Price Sensitive Information. This document reproduces the Code of Corporate Disclosure Practices as applicable to **Persistent Systems Limited** ("Company")

2. Fair Disclosure of Unpublished Price Sensitive Information

To ensure timely and adequate disclosure of unpublished price sensitive information, the following norms shall be followed by the Company.

3. Prompt disclosure of price sensitive information

- a. Price sensitive information shall be given by the Company to stock exchanges and disseminated on a continuous and immediate basis.
- b. Company may also consider ways of supplementing information released to stock exchanges by improving Investor access to their public announcements.

4. Overseeing and coordinating disclosure

- a. The Company has designated Chief Financial Officer as the Chief Investor Relations Officer and Company Secretary as the Compliance Officer to deal with dissemination of information and disclosure of unpublished price sensitive information. The Board may designate any other senior official for the said purpose.
- b. The officials shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and coordinating disclosure of unpublished price sensitive information to stock exchanges, analysts, shareholders and media and educating staff on disclosure policies and procedure.
- c. Information disclosure/dissemination may normally be approved in advance by the official designated for the purpose by the Compliance Officer.
- d. If information is accidentally disclosed without prior approval, the person responsible may inform the designated officer immediately, even if the information is not considered price sensitive.

The Compliance Officer will ensure that the intermediaries and fiduciaries have a code of conduct to regulate, monitor and report trading by their designated persons and immediate relative of designated persons towards achieving compliance with these regulations, adopting the minimum standards set out in Schedule C to these regulations, without diluting the provisions of the said regulations in any manner.

The intermediaries and fiduciaries are required to provide a yearly report to the Company on the adherence of the SEBI Regulations. The same will be placed on a yearly basis in the Board meeting of the Company.

5. Responding to market rumors

- a. The Company shall have clearly laid down procedures for responding to any queries or requests for verification of market rumors by exchanges.
- b. The official designated for corporate disclosure shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and then making the disclosure.

6. Timely Reporting of shareholdings or ownership and changes in ownership

Disclosure of shareholdings/ownership by major shareholders and disclosure of changes in ownership as provided under any Regulations made under the Securities Exchange Board of India Act, 1992 (15 of 1992) and the listing agreement shall be made in a timely and adequate manner.

7. Disclosure or dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors

Company should follow the guidelines given hereunder while dealing with analysts and institutional investors:

- a. Only Public information to be provided - Company shall provide only public information to the analyst or research persons or large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.
- b. Recording of discussion - In order to avoid misquoting or misrepresentation, it is desirable that at least two company representatives be present at meetings with Analysts, brokers or Institutional Investors and discussion should preferably be recorded.
- c. Handling of unanticipated questions - Company should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- d. Simultaneous release of Information - When Company organises meetings with analysts, the Company shall make a press release or post relevant information on its website after every such meet. The Company may also consider live web casting of analyst meets.
- e. Making Transcripts or records of proceedings of Meeting with Analyst and other Investor Relations Conferences: The Company shall make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

8. Medium of disclosure or dissemination

- a. Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
- b. Company shall ensure that disclosure to stock exchanges is made promptly.
- c. Company may also facilitate disclosure through the use of their dedicated Internet website.
- d. Company websites may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.
- e. The information filed by Company with exchanges under continuous disclosure requirement may be made available on the company website.

9. Dissemination by stock exchanges

- a. The disclosures made to stock exchanges may be disseminated by the exchanges to investors in a quick and efficient manner through the stock exchange network as well as through stock exchange websites.
- b. Information furnished by the companies under continuous disclosure requirements, should be published on the website of the exchange instantly.
- c. Stock exchanges should make immediate arrangement for display of the information furnished by the companies instantly on the stock exchange website.

10. Preservation of Price Sensitive Information:

The Company shall handle all the Unpublished Price Sensitive Information strictly on “Need to Know Basis”. The Compliance Officer shall take a confirmation of the similar arrangement being followed by the intermediaries, fiduciaries and such entities. The confirmation can be made by way of declaration by respective intermediaries, fiduciaries and such entities.

Promoters, Promoter Group, Directors, Key Managerial Personnel and Designated Persons should disclose Unpublished Price Sensitive Information only to those within the Company and Connected Persons who need the information to discharge their lawful duties and whose possession of such information will not give appearance of misuse of the information (“Need to Know Basis”). All the Employees and Connected Persons acquiring the Unpublished Price Sensitive Information shall ensure that the disclosure is strictly on a Need to Know Basis.

No Promoter, Promoter Group, Director, Key Managerial Personnel, Designated Persons, Connected Persons and other individuals, who have received the UPSI shall pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of Securities of the Company.

Annexure to Part II – Code of Conduct

Annexure A

**Form for Application for Pre-Clearance
(Applicable while dealing in Securities beyond the Threshold Limit)**

Date:

The Compliance Officer

Persistent Systems Limited
"Bhageerath", 402, Senapati Bapat Road,
Pune- 411 016, Maharashtra, India

Dear Sir,

I, [•] Promoter / Director / Key Managerial Personnel / Designated Person working in the [•] BU/Department holding [•] nos. of [•] (type of security) of the Company in my name / in joint names / through my Immediate Relatives, details thereof being given below:

Folio no(s):	
DP ID	
Client ID	
Name(s):	
Nature of Securities:	
No. of Securities:	

I wish to buy / sell / subscribe to (tick whichever is applicable) [•] (specify nature of security) of the Company.

I request you to give your pre-clearance for the aforesaid transaction.

I am enclosing the statement of holding in Form 'A1' as on And undertaking required in terms of the Code of Conduct in Form 'A2' for your perusal in this connection.

Yours faithfully,

Signature	
Name of Promoter / Director / Key Managerial Personnel / Designated Person	
BU / Department	

Encl.: Undertaking as required

PRE-CLEARANCE ORDER

This is to inform you that your request for dealing in [●] Securities of the Company as mentioned in your aforesaid application is approved / disapproved.

If approved:

Please note that the said transaction must be completed on or before (date) that is within 7 working days from today.

If not approved, reasons for refusal:

Signature of the Compliance Officer:

Date:

Annexure A1

Statement of Holding at the time of Pre-Clearance

Date:

The Compliance Officer

Persistent Systems Limited

“Bhageerath”, 402, Senapati Bapat Road,

Pune- 411 016, Maharashtra, India

I. Details of Shareholding of Promoters / Directors / Designated Persons :

1. Name, PAN & Address of Directors /Designated Persons :

Name: _____ PAN: _____

Address: _____

2. No. of Securities held by Directors /Designated Persons :

Folio No. _____ DPID & Client ID _____ No. of Securities _____

3. Nature of Transaction for which Approval is sought : _____

4. No. of Securities to be dealt : _____

II. Details of Shareholding of Immediate Relative :

1. Name & PAN of Immediate Relative :

Name: _____ PAN: _____

2. No. of Securities held : Folio No. _____ DPID & Client ID _____ No. of Securities _____

3. Nature of Transaction for which Approval is sought : _____

4. No. of Securities to be dealt : _____

I/We declare that I/we have or will complied / comply with the requirement of the minimum transaction, period of six months.

Signature	
Name of Promoter / Director / Key Managerial Personnel / Designated Person	
BU / Department	

Annexure A2

Form of the undertaking (Annexure to Form for Application for Pre-clearance)

Date:

The Compliance Officer

Persistent Systems Limited
"Bhageerath", 402, Senapati Bapat Road,
Pune- 411 016, Maharashtra, India

Dear Sir,

I, [•] (name) Promoter / Director / Key Managerial Personnel / Designated Person of [•] BU/Department undertake as follows:

- a) That all the statements made in the pre-dealing application form are correct and I have not contravened any of the provisions of the Code of Conduct.
- b) That I will not execute the transaction if I have any Unpublished Price Sensitive Information.
- c) That I will execute the transaction within 7 days of pre-clearance and inform you the details immediately on execution of the transaction.
- d) That in case I do not execute the transaction within 7 days, I shall report the reasons for the same to the Compliance Officer in Annexure A3 and not execute the transaction unless I get the same pre-cleared again.
- e) That I shall hold the Securities purchased / subscribed to for a minimum period of 6 months (In case of any proposed sale before 6 months, application will be made to you for waiver of the holding period of 6 months).
- f) That I shall not buy shares from open market / off market through ESOP for a minimum period of 6 months.

Signature	
Name of Promoter / Director / Key Managerial Personnel / Designated Person	
BU / Department	

Annexure A3

Form for Reporting of Decision not to Trade after Securing Pre-clearance

Date:

The Compliance Officer

Persistent Systems Limited
"Bhageerath", 402, Senapati Bapat Road,
Pune- 411 016, Maharashtra, India

Dear Sir,

I, [•] (name) Promoter / Director / Key Managerial Personnel / Designated Person of [•] BU/Department would like to inform you that no transaction was carried out for the pre-clearance approval obtained on <date dd/mm/yy> .

The reasons for not carrying out the transaction:

Signature	
Name of Promoter / Director / Key Managerial Personnel / Designated Person	
BU / Department	

Annexure B

Application for Waiver of Minimum Holding Period

Date:

The Compliance Officer,
Persistent Systems Limited
"Bhageerath", 402, Senapati Bapat Road,
Pune- 411 016, Maharashtra, India

Dear Sir,

Folio No. _____ / **D.P. ID. No.** _____ **Client I.D. No.** _____

I request you to grant me waiver of the minimum holding period of 6 months as required by the Code of Conduct with respect to [•] nos. of [•] (specify nature of security) of the Company held by me/[•] (name of Dependent) singly / jointly acquired by me on ____ (date). I desire to deal in the said Securities on account of _____ (give reasons).

Thanking you,

Signature	
Name of Promoter / Director / Key Managerial Personnel / Designated Person	
BU / Department	

Remarks of Compliance Officer:

Signature of the Compliance Officer:

Date:

Annexure C

Statement of Holding with or through Immediate Relatives

Date:

The Compliance Officer,
Persistent Systems Limited
"Bhageerath", 402, Senapati Bapat Road,
Pune- 411 016, Maharashtra, India

I, _____ Promoter / Director / Key Managerial Personnel / Designated Person of _____ BU/Department presently holding _____ nos. of _____ (specify nature of security) of the Company in my name/in joint names / through my Dependents give hereunder a list of my Immediate Relatives as defined in the Code of Conduct of the Company:

Sr. No.	Full Names of Immediate Relatives	Relationship

I undertake to keep you informed of any changes in the above within 2 trading days of such change.

Yours faithfully,

Signature	
Name of Promoter / Director / Key Managerial Personnel / Designated Person	
BU / Department	

Annexure D

FORM A

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2)]**

Name of the company: Persistent Systems Limited

ISIN of the company: INE262H01013

Details of Securities held by Promoter, member of Promoter Group, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN / DIN & address with contact nos.	Category of Person (Promoters / KMP / Directors / Immediate Relatives / Others etc.)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms

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

Name	
Signature	
Designation	
Date	
Place	

Annexure E

FORM B

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2)]**

Name of the company: Persistent Systems Limited

ISIN of the company: INE262H01013

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 No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors / Immediate Relatives / others etc.)	Date of appointment of Director / KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter / appointment of Director / KMP		% of Shareholding	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	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms

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

Name	
Signature	
Designation	
Date	
Place	

**Annexure F
FORM C**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2)]**

Name of the company: Persistent Systems Limited

ISIN of the company: INE262H01013

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 No., CIN / DIN, & address of Promoter / Employee / Director with contact nos.	Category of Person (Promoters / KMP / Directors / immediate relatives / others etc.)	Securities held prior to acquisition / disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice / acquisition of shares / sale of shares specify		Date of intimation to company	Mode of acquisition (market Purchase / public Rights / preferential offer / off market / Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc.)				Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	

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

Name	
Signature	
Designation	
Date	
Place	

Annexure G

Form D (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 No., CIN / DIN & address of connected persons, as identified by the company with contact nos.	Connection with company)	Securities held prior to acquisition / disposal		Securities Acquired / Disposed		% of shareholding		Date of allotment advice / acquisition of shares / sale of shares specify		Date of intimation to company	Mode of acquisition (market Purchase / Public / Rights / preferential offer / off market/ Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	

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

Name	
Signature	
Designation	
Date	
Place	