



INDIA HOME LOAN LIMITED

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

Effective from April 01, 2019

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INDIA HOME LOAN LIMITED

INTERNAL CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

1. Preamble

India Home Loan Limited (the “**Company**”) endeavors to preserve the confidentiality of unpublished price sensitive information, to prevent communication or procurement of such information and restrict trading in securities of the Company when in possession of unpublished price sensitive information. The Company is committed to transparency, fairness in dealing with all stakeholders and in ensuring adherence to all law and regulations in force.

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as may be amended from time to time (the “**Regulations**”) had made it mandatory for the board of directors of every listed company to formulate a Code of Conduct to regulate, monitor and report trading by its employees and other connected persons for prevention of insider trading and compliance with the Regulations by adopting the minimum standards set out in Schedule B to the Regulations. The Regulations was further amended vide its notification dated December 31, 2018, the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof.

Every Employee and connected person of the Company has a duty to safeguard the confidentiality of all information obtained during the course of his or her dealings with the Company.

This Code of Conduct for prevention of Insider Trading (the “**Code**”) shall come into force with effect from the day April 01, 2019.

2. Definitions

“**Act**” means the Securities and Exchange Board of India Act, 1992.

“**Board**” means the Board of Directors of the Company.

“**Code**” or “**Code of Conduct**” shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of India Home Loan Limited under Regulations, as amended from time to time.

“**Company**” shall mean India Home Loan Limited.

“**Compliance Officer**” means the Company Secretary designated so and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the 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 the Regulations under the overall supervision of the Board of the Company.

“Connected person” means,-

- (i) any person who is or has during the six months prior to the concerned act been associated with the 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 recognised or authorized by the SEBI; 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.

“Designated Persons” shall include:

- i. Every Promoter of the Company
- ii. Every director of the Company;
- iii. Executive Assistant/Secretaries to Executive Directors;
- iv. Whole Time Director and Employee upto two level below Whole Time Director of the Company and its Material Subsidiary (ies)
- v. Every employee in the grade of C1 and above;
- vi. Every employee in the Corporate Secretarial, Insurance, Taxation, Accounts, IT & Legal department irrespective of their role, designation etc.;
- vii. Any other employee /person as may be determined by the Board from time to time in consultation with the management of the Company considering the objectives of the Code; and
- viii. Immediate Relatives of all the above persons.

“Director” means the Director as defined under Companies Act, 2013.

“Employee” means every employee of the Company whether permanent or contractual basis including the Directors in the employment of the Company.

“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.

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

“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.

“Insider” means any person who is,

- (i) a Connected Person, or
- (ii) in possession of or having access to Unpublished Price Sensitive Information.

“Key Managerial Personnel (KMPs)” means:

- I. Whole-time director;
- II. Chief Financial Officer; and
- III. Company Secretary.

“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 designated person’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

“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.

“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.

“Whole Time Director” means a Whole Time Director as defined under the Companies Act, 2013.

“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;

“Stock Exchange” means National Stock Exchange of India Ltd. and BSE Ltd.

“Securities” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

"Takeover regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

"Trading" means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell or deal in any securities and "Trade" shall be construed accordingly;

"Trading Day" means a day on which the recognized stock exchanges are open for Trading.

"Unpublished Price Sensitive Information"("UPSI") 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, delistings, disposals and expansion of business and such other transactions;
- e) changes in key managerial personnel.

"Whistle Blower" means an employee who reports instance of leak of price sensitive information under this Policy.

Words and expressions used and not defined in this Code but defined in the Regulations, 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) or the Companies Act, 2013 (18 of 2013) and rules and regulations made there under shall have the meanings respectively assigned to them in those legislation.

3. Periodical reporting to Board/Audit Committee

The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee & to the Chairman of the Board of Directors at half yearly intervals.

3A. Audit Committee

The Audit Committee of the Company shall also review the compliance with the provisions of the Regulations at least once in a financial year and shall verify that internal control systems of the Company for prevention of leak of UPSI.

4. 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 which entails:
 - a. 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

b. 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.

5. 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 be given later.

c. If the answer includes unpublished price sensitive information, a public announcement should be made before responding.

6. Applicability of the policy

This Policy shall be applicable to Insiders of India Home Loan Limited.

7. Compliance Officer

a) The Company has appointed its Company Secretary as Compliance Officer (senior level employee) who shall report to the Board and in particular, shall provide reports to the chairman of Audit Committee of the Company, if any, or to the Chairman of the Board at such frequency as may be stipulated by the Board, which shall not be less than once in a year.

b) The Compliance Officer shall assist all the Insiders in addressing any clarifications regarding the Regulations and the Company’s Code of Conduct.

c) The Board shall inform the SEBI of any violation of the Regulations and rules made thereunder.

8. Handling of “Unpublished Price Sensitive Information”

I. An Insider of the Company shall:

a) Maintain the confidentiality of all Unpublished Price Sensitive Information(s) and shall not communicate, provide, or allow access, directly or indirectly, such information to any

person including other Insider except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

- b) Keep secure all files/papers containing confidential Unpublished Price Sensitive Information(s). Computer files must have adequate security of login and password etc.
 - c) handle all information on a “need to know” basis, *i.e.*, Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty.
- II. Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured only after duly executing confidentiality and non-disclosure agreement with such parties for keeping information so received confidential, except for the limited purpose with condition that such parties shall not Trade in securities of the Company when in possession of UPSI, in connection with transactions;
- which attracts an obligation to make an open offer under the takeover regulations and the Board is of informed opinion that the proposed transaction is in the best interests of the Company; or
 - where the Board is of informed opinion that the proposed transaction is in the best interests of the Company and such Unpublished Price Sensitive Information is disseminated to make it as Generally Available Information at least two Trading Days prior to the proposed transaction being effected as determined by the Board.

9. Trading Plan

A. A Designated Person 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 issuer of the securities 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. After assessing, she may approve the plan. However, she 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 Regulations.

D. 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.

E. Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

10. Trading Window

- (i) The trading period, for trading in the Company's securities, called as "Trading Window", shall be closed during the time the information referred to in this para is un-published.
- (ii) The Designated Persons and their Immediate Relatives shall not Trade in shares of the Company during the periods when "Trading Window" (i.e. trading period) is closed.
- (iii) The Trading Window shall be closed for the period as may be determined by Compliance Officer, during which any material unpublished information price sensitive, including the following, are proposed:
 - Financial results (quarterly, half-yearly and annually);
 - Dividends (interim and final);
 - Change in capital structure;
 - Any major expansion plans or execution of new projects.
 - Mergers, de-mergers, acquisitions, delistings, disposals, takeovers, buy-back and expansion of business and such other transactions; and
 - Changes in key Managerial Personnel.

The Trading Window shall be closed in respect of financial results (quarterly, half-yearly and annually) immediately upon end of every quarter.

- (iv) The Trading Window shall automatically get opened 48 hours (Two days) after the information referred above in para (iii) becomes generally available.
- (v) The Trading Window shall also applicable to person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

Person covered in para (v), all Designated Persons of the Company and their Immediate Relatives shall conduct all their trading in the securities of the Company only when Trading Window is opened and shall not trade in the Company's securities during the periods when Trading Window is closed as referred above or during any other period as may be specified by Compliance Officer from time to time.

11. 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. 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.
 - ii. 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.
 - iii. That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
 - iv. That he/she has made a full and true disclosure in the matter.
- c. Post receipt of duly executed application form and undertaking, the Compliance Officer, may subject to her satisfaction grant the pre-clearance (**Annexure IV**) within 2 trading days.
- d. All Designated Persons shall execute their order in respect of securities of the Company within the time period as mentioned in pre-clearance.
- e. The Designated Persons shall file within 2 (two) 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.
- f. If the order is not executed within the time mentioned in pre-clearance order, the designated person must pre-clear the transaction again.
- g. Pre-clearance would not be required for trade executed as per approved trading plan.
- h. 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.
- i. All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time.

12. Other restrictions:

(i) Transaction must be executed within Seven Trading Days from the next day after the approval of preclearance order obtained from the Compliance Officer in Form (attached as Annexure VI). If transaction is not executed within Seven Trading Days, the Designated Person must obtain fresh pre-clearance for the intended transaction once again.

(ii) All Designated Person who buy or sell any number of shares of the company shall not permitted to enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction ('Contra Trade'). All Designated Person shall also not take positions in derivative transactions in the shares of the Company at any time. However, Contra Trade shall not be applicable for trades pursuant to exercise of stock options.

(iii) In case Contra Trade is necessitated by personal emergency, the Compliance Officer may grant relaxation from restriction of Contra trade within six months after recording in writing the reasons for relaxation and considering that such relaxation does not violate the Regulations or this Code. (attached as Annexure VII).

(iv) 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.

(v) 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.

13. Digital Database

The Company shall maintain 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.

14. 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 Whistle Blower. 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.

15. 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

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

16. 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.

17. 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. Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, claw back, ineligibility for future participation in employee stock option plans etc.
- D. 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.
- E. Under Section 15G of the Act, any insider who indulges in insider trading in contravention of Regulation 3 and 4 of Insider Trading Regulations is liable to a penalty of not be less than ten lakh rupees but which may extend to Rs.25 crores or three times the amount of profits made out of insider trading, whichever is higher.
- F. Under Section 24 of the Act, anyone who contravenes the Insider Trading Regulations is punishable with imprisonment for a maximum period of ten years or with fine which may extend to Rs.25 crores or with both.

18. Chinese Walls

18.1 General

Company has established procedures and physical arrangements (collectively ‘Chinese Walls’) designed to manage confidential information and prevent the inadvertent spread and misuse of inside information, or the appearance thereof.

In general, Chinese Walls separate areas that have access to Inside Information (“Insider Areas”) from those who do not have such access (“Public Areas”). As such, Chinese Walls are designed to operate as barriers to the passing of Inside Information and Confidential Information.

Where Chinese Walls arrangements are in place, employees and Connected Persons working within an Insider Area are prohibited from communicating any Confidential or Inside Information to employees in Public Areas without the prior approval of Compliance Officer.

The employees in inside area may be physically segregated from employees in public area.

The employees in the inside area shall not communicate any Price Sensitive Information to anyone in public area.

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.

18.2 ‘Permanent Insiders’

As a result of their function, certain Connected Persons have access to information from departments that are separated by Chinese Walls. They are “above the wall”. Also, there are certain employees whose role requires them to transcend the Chinese Wall. Both groups of employees together are referred to as ‘permanent insiders’. The number of permanent insiders should be limited and their status as a permanent insider should be appreciated, documented and monitored by Compliance Officer.

Permanent Insiders shall be subject to restrictions on their personal investment transactions that accurately reflect their enhanced access to Inside Information. Permanent insiders also have the additional responsibility to ensure that Inside Information from one side of a Chinese Wall is not spread to other areas.

18.3 Certain ‘outsiders’ to be treated as ‘insiders’

The Board of the Company understands and hereby sets-out, for the purpose of this Code and in relation to handling of all unpublished price sensitive information (“**UPSI**”) of the Company, that if any UPSI is communicated by an insider to its partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants for legitimate purposes, then such third parties shall also be considered ‘insiders’ and shall be bound to maintain confidentiality of the UPSI so shared with them. The Company shall get a ‘Confidentiality/Non-Disclosure Agreement’ executed with them (for enforcement purpose) and a copy of their PAN (Permanent Account Number) card will be obtained and preserved with the Company. They shall further be informed that a database will be maintained by the Company with their names written, wherein they will be identified as recipients of the UPSI, and the Confidentiality/Non-Disclosure Agreement executed with them and their PAN

card copy shall also be preserved by the Company in the said database, in due compliance with the provisions of the Regulations.

The Board of the Company shall create and maintain a digital database which will contain such names of persons to whom the UPSI has been shared and their respective PAN cards. Further, the Board shall put in place mechanisms for maintaining necessary and regular back-ups of this database to ensure that the database is updated from time to time. Further, the Board shall put in place appropriate mechanisms to prevent the said database from being tampered. The Board of the Company shall designate the head of the IT department of the Company as the person responsible for the database for the purposes of this Regulations. This digital database shall be secured and such computer files shall have adequate security login and password protection.

19. Disclosure Requirements for transactions in securities

A. Initial Disclosure

- 19.1 Every promoter/ member of the promoter group / key managerial personnel / Director of the Company, within thirty days of this Code/Regulations taking effect, shall forward to the Company the details of all holdings in securities including position taken in derivatives of the Company presently held by them including the statement of holdings of his immediate relatives and any other person for whom promoter/ member of the promoter group / key managerial personnel / Director takes trading decisions in the prescribed Form A (attached as **Annexure VIII**).
- 19.2 Every person on appointment as a key managerial personnel or a Director of the Company or upon becoming a Promoter shall disclose his holding of securities position taken in derivatives of the Company as on the date of appointment or becoming a promoter/ member of the promoter group, to the Company within seven days of such appointment or becoming a promoter/ member of the promoter group, including the statement of holdings of his immediate relatives and any other person for whom such promoter/ member of the promoter group / key managerial personnel/Director takes trading decisions, in the prescribed Form B (attached as **Annexure VIII**).

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 Rs. 10 lakhs in Form C (**Annexure VIII**). 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 D (**Annexure VIII**).
- c. The disclosure shall be made within 2 trading days of the execution of the transaction.

Disclosure by the Company to the Stock Exchange(s)

Within 2 trading days of the receipt of intimation under Clause 19 (B) (a) & (b), the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

X. Mechanism on Internal Control

For ensuring adequate and effective system of internal controls in line with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, 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 SEBI (Prohibition of Insider Trading) 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 companies shall execute Non-Disclosure Agreement with:

- a. Parties which are existing as on 31st March, 2019 and with whom the Company has shared Unpublished Price Sensitive information; and
- b. Parties which whom the company intends to share any Unpublished Price Sensitive information.

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, 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 atleast 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

In addition to complying with the reporting requirements as prescribed under this Code, all the Designated Persons shall file with the Compliance Officer, inter alia, the following details:

- a. A declaration cum undertaking in the format enclosed and marked as Annexure IX shall be given by the Designated Person within 15 (fifteen) days of the date of adoption of the Code or date of joining the Company, whichever is later;
- b. A declaration by Designated Person giving details of his/her Immediate Relatives and all holdings in Securities as on date of adoption/joining (as the case may be) in the format enclosed and marked as Annexure X within 15 (fifteen) days of the date of adoption of the Code or date of joining the Company, whichever is later, and
- c. A statement in such form and manner enclosed and marked as Annexure XI to be submitted by the 30th of April and October every year giving detail of all Trading in Securities during the preceding six months.

Maintenance of Disclosure records

The Compliance officer shall maintain records of all disclosures made to the Company under this clause 19 for a minimum period of five years.

20. Other Policies of the Company

- a) The Managing Director of the Company has in consultation with the Compliance Officer has specified that the following persons shall be 'Designated Persons' for the purposes of this Code:
- (i) The promoter(s) of the Company and promoter(s) who are individuals or investment companies for intermediaries or fiduciaries;
 - (ii) The CEO or an equivalent designate in the Company and employees who are upto two levels below such designation in hierarchy in the Company, in an intermediary, fiduciary and Company's material subsidiaries, irrespective of their functional role or ability to have access to UPSI;
 - (iii) Any support staff of the Company, intermediaries or fiduciary such as IT staff or secretarial staff who have access to UPSI;
 - (iv) The employees of the Company, intermediary or fiduciary designated on the basis of their functional role or access to UPSI in the organization by their board of directors or analogous body;
 - (v) The employees of material subsidiaries of the Company designated on the basis of their functional role or access to UPSI in the organization by their board of directors.
- b) The CEO/Managing Director of the Company has put in place adequate and effective system of internal controls to ensure compliance with the Regulations. The employees of the Company shall strictly abide by such internal controls system document prepared by the Company under the title – "INTERNAL CONTROLS SYSTEM FOR PREVENTION OF LEAK OF UPSI –INDIA HOME LOAN LIMITED".
- c) The Board of the Company has formulated and approved policies and procedures for inquiry in case of leak of UPSI or suspected leak of UPSI and they have been consolidated under the title – "POLICY AND PROCEDURE FOR INQUIRY FOR PREVENTION OF LEAK OF UPSI". The said policy also lays down appropriate inquiries to be initiated by the Company on becoming aware of leak of UPSI or suspected leak of UPSI and the Company shall inform promptly of such leaks, inquiries and results of such inquiries.
- d) The Company has also formulated and put in place a 'WHISTLE BLOWER POLICY' and has undertaken measures of spreading awareness of this policy amongst its employees so as to enable the employees to report instances of leak of UPSI.
- e) The Board of the Company has formulated a policy for setting out the process for determining how and when persons would be brought 'inside' on sensitive transactions. Under the said policy, the Company shall ensure that such individuals who receive inside information shall be made aware of the duties and responsibilities attached to the receipt of the inside information, and the liability that attaches to misuse or unwarranted use of such information.

21. Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015

In case it is observed by the Board that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, the same shall be informed to SEBI promptly.

22. 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.

23. 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 the code, the SEBI regulations/ statutory provisions will prevail.

I.

Note:

Format of Disclosures to Stock exchange/the Company (attached as Annexure VIII):

Form A: Initial Disclosure of details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in the Regulations **(Within 30 days from the effective date of the Regulations)**.

Form B: Initial Disclosure of details of Securities held on appointment of KMP or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulations.. **(Within 7 days of such appointment)**.

Form C: Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in the Regulations **(Within 2 working days)**.

Form D: Details of transactions by other Connected Persons as identified by the Company **(Within 2 working days)**.

**ANNEXURE I
FORMAT FOR TRADING PLAN**

Date: [●]

To,
The Compliance Officer,
India Home Loan Limited (“Company”)
[●].

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,
India Home Loan Limited (“Company”)
[●].

Dear Sir/Madam,

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
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 market 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,
India Home Loan Limited (“Company”)
[●].

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 seek fresh pre-clearance.

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

Date:

Signature: _____

ANNEXURE IV
FORMAT FOR PRE- CLEARANCE ORDER

Date:

To

Name:

Designation:

Place:

This is to inform you that your request for dealing in (nos) shares of the Company as mentioned in your application dated is approved. Please note that the said transaction must be completed on or before (date) 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 India Home Loan Limited

Compliance Officer

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,
India Home Loan Limited.

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 slips (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

Date

To,

Dear Sir/Madam,

Sub: Pre – Clearance Order

This is to inform you that your request for dealing in _____ (no.) of shares of the Company as mentioned in your application has been approved.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said Application.

Please note that the said transaction must be completed on or before _____ (date) that is within Seven Trading Days from today. If you do not execute the approved transaction/deal on or before this date you will have to seek fresh pre-clearance approval before executing any transaction/trade in the securities of the Company.

Further, you are required to file the details of the executed transactions in the attached format within two trading days from the date of the transaction/deal. In case the transaction is not undertaken a 'nil' report shall be necessary.

Thanking you,

Yours faithfully,

For **INDIA HOME LOAN LIMITED**

Compliance Officer

Encl: Format for submission of details of transaction- Form C/D as attached in Annexure VIII

Annexure-VII

Date:

To,
The Compliance officer,
India Home Loan Limited

Sir,

Sub: Relaxation from Contra Trade in Securities

I have been identified as a Designated Person of the Company for the purpose of Insider Trading Code. I have purchased/sold _____ equity shares on _____. I wish to sell the securities before the completion of six months from the date of purchase due to the below mentioned reason, Please grant me relaxation with respect to executing Contra Trade in securities of the Company within the period of six months.

Reason: (mention the reason for relaxation)

Thanking you,

Signature

Name:-

ANNEXURE – VIII

FORM B

**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: _____
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.)	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
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6

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 IX

(To be submitted at the time of joining)

DECLARATION CUM UNDERTAKING

To,
The Compliance Officer,
India Home Loan Limited

Date: _____

Internal use

Dear Sir/Madam,

Sub: Declaration with regard to insider trading.

With reference to the captioned subject, I hereby declare that:

1. I have received the Code for Trading in Securities and the Code for the Designated Person and have read and understood the same and I undertake to abide by the same.
2. I have read and understood the Insider Trading Regulations and do confirm & declare that I shall not contravene the same in any manner whatsoever.
3. In case I have access to or receive any “Unpublished Price Sensitive Information” before the execution of the transaction, I shall inform the Compliance Officer of the change in my position and I shall completely refrain from Trading in the Securities till the time such information becomes public.
4. I have made a full and true disclosure regarding trading accounts and shareholdings in my name and in the name of my Immediate Relatives.
5. I undertake to obtain pre-clearance from the Compliance Officer for all the trades I may execute in my account, my Immediate Relatives’ account, as per the pre-clearance requirement under the Code. I undertake to submit duly signed application form to the Compliance Officer for approval before placing any order(s) in the securities market, if required.
6. I undertake to adhere with the minimum holding period requirement of the Code.

7. I further undertake not to pass on any Unpublished Price Sensitive Information directly or indirectly to any persons or by way of making a recommendation for the purchase or sale of securities. I also undertake not to use Unpublished Price Sensitive Information to buy or sell securities of any sort, whether for my own account, my Immediate Relatives' account.

Signature of the Employee:

Name of the Employee:

Date of joining:

Annexure X

FORMAT FOR DISCLOSURE OF PARTICULARS BY DESIGNATED PERSON

Date: _____

To,
The Compliance Officer,
India Home Loan Limited

Dear Sir/Madam,

My personal details are as under:

NAME OF DESIGNATED PERSON _____

DATE OF APPOINTMENT _____

Internal use
Received time and date:
Sign:

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the internal Code of Conduct for prevention of insider trading, I hereby declare that I have the following Immediate Relative(s):

Sr. No.	Name of the Immediate Relative and person with whom there exists material financial relationship	Relationship with Designated Person	Permanent Account Number (PAN)	Name of the broker with whom account held	DP ID/CLIENT ID (electronic form) or Folio no. (for physical form)

I hereby declare that I and/or my Immediate Relatives

- do not hold any Securities as on date
- hold Securities as per the details given below:

Name of holder	*First or joint holder	DP ID/CLIENT ID (electronic form) or Folio no. (for physical form)	Holding

** Indicate "F" where the named holder is the first holder of the Securities and "J" where he/she is the joint holder of the Securities.

All DP Ids and Client Ids to be furnished even if no Securities are held.

I hereby undertake to inform the changes in the above details from time-to-time.

I hereby declare that the above details are true, correct and complete in all respects.

Signature: _____

Name: _____

Annexure XI

FORMAT OF HALF-YEARLY STATEMENT OF TRADINGS BY DESIGNATED PERSON AND THEIR IMMEDIATE RELATIVES AND PERSONS WITH WHOM MATERIAL FINANCIAL RELATIONSHIP EXISTS

Date:

To,
The Compliance Officer
India Home Loan Limited

Dear Sir/Madam,

STATEMENT OF TRADING IN SECURITIES

During the half year ended _____, I along with my immediate relative and persons with whom material financial relationship exists have undertaken the following transactions in the Securities:

Description of Security:

Name of Holder(s)	Permanent Account Number (PAN)	DP ID & Client ID or folio number	Nature of Transaction (buy/sell)	Date of the Transaction	Number of Securities	Price at which Transaction undertaken	Holding post the Transaction

Yours truly,

Signature: _____

Name: _____