



**CODE FOR PROHIBITION OF INSIDER TRADING IN THE
SECURITIES OF EDELWEISS FINANCIAL SERVICES LIMITED**

INTRODUCTION

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as “Insider Trading Regulations”) mandates all the companies whose securities are listed on a stock exchange to formulate a framework and policy for fair disclosure of the Unpublished Price Sensitive Information. This framework has been formulated in conformity with the Insider Trading Regulations.

Pursuant to amendments to the Insider Trading Regulations in December 2018, effective from 01 April 2019, (Edelweiss Financial Services Limited i.e. EFSL has suitably amended the “Code for Prohibition of Insider Trading In The Securities Of Edelweiss Financial Services Limited” hereinafter referred to as EFSL Code. This Code shall replace the existing Code of the Company and shall come into force with effect from July 01, 2020.

The objective of this Code is to lay down the process of dealing in securities of the Company by the employees and the Connected Persons and to regulate, monitor and report trading by the employees and the Connected Persons of the Company either on his/her own behalf or on behalf of their Immediate Relatives.

PURPOSE AND APPLICABILITY

EFSL endeavors to preserve the confidentiality of Un-published Price Sensitive Information (UPSI) and to prevent misuse of such information. EFSL is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every promoter, director and employee who deals with UPSI has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at EFSL. There shall be no selective disclosure of information and EFSL, every promoter, director and employee of EFSL shall endeavor to ensure equal accessibility of information to all the stakeholders associated with the company and shall not use his or her position or knowledge of the information to gain personal benefit or to provide benefit to any third party.

1. Applicability of the Code:

The Code shall be applicable to all the employees of Edelweiss group and the Connected Persons which shall include employees of subsidiaries and associates of the Company

2. Definitions:

For the purpose of this Code the following terms shall have the meanings assigned to them hereunder:

- i. “Act”** means the Securities and Exchange Board of India Act, 1992.
- ii. “Associates”** shall have the same meaning as assigned under the Companies Act, 2013 and the Rules framed thereunder.

- iii. **“Code” or “this Code”** shall mean the ‘Code for Prohibition of Insider Trading in the Securities of EFSL’ as amended from time to time.
- iv. **“Company” or “the Company”** means ‘Edelweiss Financial Services Limited’.
- v. **“Compliance Officer”** means the Compliance Officer appointed by the Board of Directors for the purpose of compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for preservation of UPSI, monitoring of trades and the implementation of this Code as well as the provisions of SEBI (Prohibition of Insider Trading) Regulation, 2015 as amended from time to time, under the overall supervision of the Board of Directors.
- vi. **“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 UPSI 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) Associate or Subsidiary of the Company;
 - c) a banker of the Company; or
 - d) 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.
- vii. **“Debentures/Non-convertible Debentures”** shall mean the Non-convertible Debentures issued by the Company and listed on the Stock Exchanges.
- viii. **“Designated Persons”** shall mean the Promoters including members of the Promoter Group, Designated Employees, their Immediate Relatives and their

Connected Persons, notified as such by the Board of Directors in line with Insider Trading Regulations.

- ix. “Designated Employees”** shall mean the following and includes their Immediate Relatives and Connected Persons:-
- a) Board of Directors, including Chief Executive Officer, Key Managerial Personnel and employees up to two levels below Chief Executive Officer of the Company and its material subsidiaries;
 - b) Specified Executives of Senior Management of Edelweiss Group as decided by Managing Director & CEO along with the Compliance officer from time to time, their Executive Assistants and the Secretaries
 - c) Specified functional personnel/employee who have access to UPSI related to EFSL, in regular course of activities
 - d) Any support staff of the Company and its material subsidiaries having access to Unpublished Price Sensitive Information;
 - e) Permanent invitees to the meetings of the Board of Directors of the Company and such other Committees as may be constituted from time to time;
 - f) Such other persons as may be notified by the Compliance Officer from time to time.
- x. “ESOP”**s shall mean Employee Stock Option Schemes or Stock Appreciation Rights or such other Schemes for the benefit of employees as announced from time to time.
- xi. “EFSL Securities/Securities** means Shares, Debentures and other securities as may be issued by the Company or its subsidiary and associate companies and listed on the Stock Exchanges.
- xii. “Equity Shares/Shares** means equity shares of the Company.
- xiii. “Generally available information”** means information that is accessible to the public on a non-discriminatory basis
- xiv. “Immediate Relative”** means spouse and includes parents, siblings, and children of such person or of the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to Trading in the Securities of EFSL.
- xv. “Insider”** means any person who is:-
- i) a Connected Person; or

- ii) In possession of or having access to the Unpublished Price Sensitive Information.
- xvi. **“Insider Trading Regulations”** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
- xvii. **‘Stock Exchanges’ or ‘the Exchanges’** shall mean the Stock Exchanges where EFSL Securities are listed.
- xviii. **“Subsidiaries”** shall have the same meaning as assigned under the Companies Act, 2013 and the Rules framed thereunder.
- xix. **“Trading Day”** means a day on which the Stock Exchanges are open for trading.
- xx. **“Trading in Equity Shares of EFSL”** means and includes an act of subscribing, buying, selling or dealing, agreeing to subscribe, buy, sell, deal in the EFSL Securities and includes pledge/encumbrances (creation/ /release/invoke)
- xxi. **“Unpublished Price Sensitive Information”** means any information that relates directly or indirectly to the Company and which if published is likely to materially affect the price of the Securities of EFSL and shall include the following: -
 - i) financial results;
 - ii) dividends;
 - iii) change in capital structure;
 - iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - v) changes in key managerial personnel; and
 - vi) Such other information as may be specified by the Compliance Officer for this purpose.
- xxii. **Edelweiss Group:** includes EFSL, Subsidiaries and Associates of EFSL.

The words and/or phrases which are not defined in this Code but are defined under the SEBI Act, 1992 or SEBI (Prohibition of Insider Trading) Regulations, 2015 or Companies Act, 1956, or Companies Act, 2013 as amended from time to time, shall have the same meaning as defined under the said Act and/or Regulations.

3. Compliance Officer

The Compliance Officer under this Code shall be the Compliance Officer of EFSL and shall be responsible to administer the Code and monitor compliance with the Regulations.

The Compliance Officer shall report to the Board of Directors of the Company.

The Compliance Officer under the overall supervision of the Board of Directors shall be responsible for:

(i) Compliance of SEBI (Prohibition of Insider Trading) Regulations, 2015, compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for preservation of UPSI

(ii) Implementation of this Code as per the provisions of Insider Trading Regulations, as amended from time to time;

(iii) The Managing Director and Chief Executive Officer through the Compliance Officer shall put in place adequate and effective system of internal controls such as following to ensure compliance with the requirements given in the regulations to prevent insider trading:

- a) Identification of employees who have access to UPSI as Designated Employee;
- b) Identification of UPSI and its confidentiality shall be maintained as per the requirements of the Regulations;
- c) Place adequate restrictions on communication or procurement of UPSI
- d) Maintain lists of all employees and other persons with whom UPSI is shared and ensure that confidentiality agreements are signed or notice is served to all such employees and persons;
- e) Conduct periodic process review to evaluate effectiveness of such internal controls.
- f) Ensure compliance to all other relevant requirements specified under the regulations

(iv) Pre-clearing of trades and/or trading plan of an employee and other connected persons in relation to the Company;

(v) Monitoring of trades in the securities of the Company as per this Code and the Insider Trading Regulations.

(vi) The Compliance officer shall place a report on the adherence to the provisions of this Code before the Chairman of the Audit Committee on a quarterly basis. The reporting under this Code shall also be done to the Board of Directors.

(vii) The Compliance Officer shall assist all the Designated Employees and the Connected Persons in addressing any clarifications regarding this Code and the Insider Trading Regulations.

(viii) The compliance officer will fulfil its duties as may be delegated by “Code Monitoring Committee”

4. Preservation of Unpublished Price Sensitive Information (UPSI) and its sharing for legitimate purposes

4.1 Legitimate Purposes Guidelines

- UPSI shall be shared on a "need to know" basis
- UPSI shall be disclosed only to those within the Company who need the information to discharge their duty or in furtherance of discharge of legal/regulatory obligations
- UPSI shall be disclosed only to those whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information
- If, in the performance of duties, it becomes necessary for the employee to disclose any UPSI to any person outside the Company, e.g., Advisors, Auditors, Consultants, Merchant Bankers, Share Transfer agent etc., the employee shall ensure that necessary prior approvals are sought and shall ensure that the concerned outsider, executes an Agreement with the Company in such format as may be prescribed by the Company.

4.2 No Insider shall either on his own behalf or on behalf of any other person, trade in the Securities of EFSL when in possession of any UPSI.

No Insider shall communicate, counsel, provide or allow access to any UPSI to any person while in possession of such UPSI.

Insiders shall maintain the confidentiality of all UPSI and shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of EFSL.

4.3 Any person in receipt of UPSI pursuant to a “Legitimate Purpose” shall be considered an “Insider” for purposes of these Regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with the Regulations.

5. Prevention of misuse of Price Sensitive Information

5.1 All Designated Persons shall be subjected to the trading restrictions as enumerated below.

5.2 Structured Digital Database

The Company shall maintain a Structured Digital Database containing the *nature of UPSI and the names of such person who have shared the information* and also the names of such persons with whom information is shared under the Insider Trading Regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.

It shall be ensured that Structured Digital Database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from SEBI regarding investigation/enforcement proceedings, the relevant information in Structured Digital Database shall be preserved till the completion of such proceedings.

The Board of Directors shall authorize Compliance Officer to put in place necessary framework to ensure compliance to the above.

5.3 Trading Window Restrictions

The Designated Persons and their Immediate Relatives shall trade in Securities of the Company (EFSL), only during a specific trading period called “Trading Window” to be specified by the Company.

Trading Window shall be closed during the following periods:

- (i) From the end of the quarter for specified functional personnel who are involved in preparation of financial results of the Company
- (ii) 15 days (or such other period as the Compliance Officer may determine) prior to the meeting at which the financial results shall be considered by the Board of Directors; for all other employees
- (iii) In respect of the other UPSI, the Trading Window shall be closed during the period as may be notified by the Compliance Officer from time to time; and

The Compliance Officer shall have the power to close the Trading Window for such purposes and for such period as he may deem fit and notified from time to time.

The Designated Persons, their Immediate Relatives and Connected Persons shall conduct all their trading in EFSL Securities during a valid Trading Window and they shall not trade in EFSL Securities during the period when Trading Window is closed or during any other period as may be specified from time to time. . The Designated Persons, their Immediate Relatives and Connected Persons shall ensure that any pledge of EFSL shares shall not be invoked when Trading Window is closed.

The Trading Window shall be opened 48 hours after the information referred to above is made public or such other period as the Compliance Officer shall specify from time to time.

An Insider who is handling any matter pertaining to UPSI, shall not trade in EFSL Securities till the UPSI is made public.

Any person, their Immediate Relatives and Connected Persons shall not trade in EFSL securities if such person is in possession of UPSI.

In case of ESOPs, exercise of options shall be allowed during the period when the Trading Window is closed. The Company can allot the Securities on exercise of the ESOPs, during the period the Trading Window is closed. However, sale of shares allotted on the exercise of ESOPs shall not be allowed when the Trading Window is closed.

5.4 Pre-clearance of trades

All Designated persons who intend to trade (i.e. Buy/Sell/Pledge) in EFSL securities either in their own name or in the name of their Immediate Relatives or the Connected Persons, should pre-clear the transactions, by making an application in the prescribed form as specified in Annexure No: 1 confirming that they do not possess any UPSI to the Compliance Officer. The Compliance Officer shall have the authority to seek further information/clarification to ensure that the subject declaration is accurate

Employees and their Immediate Relatives, other than Designated Employees shall pre-clear the transactions, by making an application in the prescribed form as specified in Annexure No: 1, to the Compliance Officer in case they intend to trade in amount exceeding Rs. 10,00,000 (Ten lakhs rupees).

In case, Compliance Officer wishes to trade (i.e. Buy/Sell/Pledge) in the securities of EFSL, the pre clearance should be obtained from the Executive Director.

However, no approval for trading (i.e. Buy/Sell/Pledge) in the securities of the Company shall be granted when the trading window is closed except in the following scenarios, subject to necessary pre-clearance from the Compliance Officer :

1. The Transaction is an off-market inter-se transfer between Insiders who were in possession of the same unpublished price sensitive information and both parties had made a conscious and informed trade decision
2. The Transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information and both parties had made a conscious and informed trade decision
3. The transaction in question was carried out pursuant to a statutory or regulatory Obligation to carry out a Bonafide transaction.
4. The transaction was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
5. The trades were pursuant to a trading plan set up in accordance with the SEBI(PIT)Regulations, 2015
6. In respect of creation of Pledge of shares for a Bonafide purpose such as raising of funds, etc or as deemed appropriate by the Compliance Officer

7. Transactions which are undertaken in accordance with respective regulations made by SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer, *offer for sale (OFS)*
8. transactions which are undertaken through such other mechanism as may be specified by SEBI from time to time

The Designated Persons after executing the transaction for which the pre clearance approval was obtained shall submit a report of the trades (i.e. Buy/Sell/Pledge) as executed / not executed in the prescribed format at Annexure 2 within a period of seven (7) working days from the date of execution of subject transaction to the Compliance Officer or after expiry of seven (7) working days for trades not executed.

Pre clearance of trades of spouse is required; even if such spouse of the Designated Person is financially independent and does not consult such person in taking decisions relating to trading in securities.

5.5 Other restrictions

The Designated Persons and their Immediate Relatives shall execute their order in respect of Securities of EFSL on the same day of approval of pre-clearance. If the order is not so executed after the approval is given, the Designated Persons and their Immediate Relatives must seek a fresh pre-clearance approval.

The Designated Persons and their Immediate Relatives shall not take positions in derivative transactions in the EFSL Securities at any time, if and when the derivative contracts of EFSL securities are introduced by Exchanges at any point of time. Trading in Index Futures or such other derivatives where EFSL share is part of such derivatives will not be governed by this Code.

5.6 Opposite Transactions/Contra Trade

The Designated Persons and their Immediate Relative, who buys or sells 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.

The calculation shall be made on LIFO basis

The securities acquired by way of exercise of ESOPs shall not be considered as purchase/ trading for the purposes of this Code. However, once the Shares acquired on exercise of the ESOPs are sold, the restriction on buying would become applicable for the next six months.

The aforesaid restriction (contra trade) shall not apply in respect of Buy back offers, open offers, rights issues, FPOs, bonus, split, consolidation and other related corporate actions.

In the event, an opposite trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI.

In case the sale of securities is necessitated by personal emergency, the Compliance Officer is empowered to grant relaxation from strict application of contra trade restriction, after recording in writing the reasons for grant of such relaxations. The Designated Persons seeking waiver of the contra period must make an application citing the reasons thereof, to the Compliance Officer in the prescribed form as specified in Annexure 3.

5.7 Trading Plan

For trading in EFSL Securities, an Insider who is perpetually in possession of UPSI, shall be entitled to formulate a Trading Plan (the Plan) and present it to the Compliance Officer for approval, pursuant to which trades may be carried out on his behalf.

Such Plan shall be formulated in accordance with and governed by the Insider Trading Regulations. Pursuant to the Trading Plan, such an insider:-

- (a) Shall not commence trading for a period of 6 months from the date of public disclosure of the plan.
- (b) cannot trade from the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the Company i.e. 20 trading days before June 30, Sept 30, Dec 31 and March 31 and up to 2 trading days after the disclosure of the financial results for such period.
- (c) Shall submit a trading plan for at least 12 months
- (d) Cannot submit a trading plan for a period during which another trading plan in existence overlaps.
- (e) Shall not use the trading plan for market manipulation, abuse or any unfair trade practice in the securities market.

Such Trading Plan shall 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;

The Compliance Officer shall review the Plan to assess whether the Plan would have any potential for violation of Insider Trading 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. Upon approval of the Plan, the Compliance Officer shall notify the same to the Exchanges.

The Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the same, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the Plan. Pre-clearance of trades shall not be required for a trade executed as per an approved Trading Plan. Trading Window norms

and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved Trading Plan.

The implementation of the Plan shall not commence 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 so as to avoid a violation of the Insider Trading Regulations.

Upon approval, the Compliance Officer shall notify the Trading Plan to the stock exchanges on which the securities of EFSL are listed.

6. Reporting Requirements for transactions in securities and periodic disclosures

6.1 The Promoters (including Promoter Group), Directors and Designated Persons will be required to disclose to the Compliance Officer,

6.1.1 the number of EFSL Securities held by the them and their Immediate Relatives, in the prescribed form as at Annexure 4/4(A), within 7 days from the date of joining the Company or on becoming a promoter/ member of promoter group / director of the Company

6.1.2 Where the aggregate of the market value of the EFSL Shares traded by the Designated Person or their Immediate Relatives during a calendar quarter exceed Rs. 10, 00,000 (Rupees Ten Lakhs), whether in one transaction or in a series of transactions, the necessary disclosures in the prescribed form as at Annexure 5, under the Insider Trading Regulations, shall be made to the Company (addressed to the Compliance Officer) within a period of 2 trading Days of such trade.

6.1.3 Where the aggregate market value of the EFSL Non-convertible Debentures to be traded during a calendar quarter exceed Rs. 10,00,000 (Rupees Ten Lakhs), the necessary disclosures in the prescribed form as at Annexure 5, under the Insider Trading Regulations, shall be made to the Company (addressed to the Compliance Officer) within a period of 2 trading Days of such trade.

The Disclosure of the incremental transactions after any disclosure under this Clause shall be made when the transactions effected after the prior disclosure crosses the threshold specified within the same calendar quarter.

6.2 The Compliance Officer shall place before the Chairman of the Audit Committee on a quarterly basis and at such frequency as may be decided, details of the Reports on Trading in Securities of EFSL by the Designated Persons.

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

6.4 Disclosure by the Company

The Company shall notify the particulars of such trading to the Stock Exchange(s) on which the securities are listed within two trading days of receipt of the disclosure above or from the date of becoming aware of such information.

6.5 Submission of Information on Annual basis or One time basis as the case maybe

6.5.1 All Designated Employees shall be required to disclose Statement of Holdings of self and Immediate Relatives on annual basis within timelines as specified by the Compliance Officer in the format prescribed

6.5.2 All Designated Employees shall be required to disclose names and Permanent Account Number of the following persons to the Compliance Officer of the Company on an annual basis or in case the category of the employee changes to Designated Employee and as and when the information changes in the format prescribed at Annexure 6:

- (a) Immediate Relatives
- (b) Persons with whom such Designated Person(s) shares a Material Financial Relationship
- (c) Phone, mobile and cell numbers which are used by them

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 from Designated Employee during the immediately preceding twelve months, equivalent to at least 25% of the Annual Income of such Designated Employee but shall exclude relationships in which the payment is based on arm’s length transactions.

6.5.3 In addition, the names of educational institutions from which Designated Employees have graduated and names of their past employers shall also be disclosed on a one time basis.

7. Chinese Walls

The employees shall be guided by the Chinese Walls Policy adopted by the Company. The said Policy prescribes process with regards to how and when people shall be brought ‘inside’ on sensitive transactions.

8. Procedure to handle Leakage of UPSI

8.1 The employees may report instances of leak of UPSI under the whistle-blower policy of the Company

- 8.2 The Company shall initiate appropriate inquiries on becoming aware of the complaint or leak of UPSI or suspected leak of UPSI and inform SEBI, as appropriate, of such leaks, inquiries and results of such inquiries.
- 8.3 The Company shall constitute a Committee i.e. called “UPSI Monitoring Committee to conduct inquiries / investigation in cases of leakage or suspected leakage of UPSI.
- 8.4 Confidentiality would be maintained throughout the investigation process. The inquiry will be completed within 90 (ninety) days from the date of lodgment of the leakage complaint.
- 8.5 During the pendency of an inquiry, the Committee may recommend that the employee /s being investigated shall not report to work or shall be transferred to any other suitable department
- 8.6 If the allegation(s) are proved, the Committee shall recommend that appropriate action be taken against the employee /s found guilty as illustrated below:
- Disciplinary action against the person/s in the nature of wage freeze
 - Suspension
 - Ineligibility for future participation in Employee Stock Option Plans
 - Recovery, claw back, etc
- 8.7 On completion of the inquiry, a report would be submitted by the Committee to the Board of Directors of the Company. The report will contain outline of the case, investigation process, conclusion and recommendations. The action will be determined by the Board of Directors of the Company based on the recommendations of the Committee.
- 8.8 SEBI information –The Committee depending upon the recommendation of the Board of Directors, shall report the case to SEBI
- 8.9 If any employee files a Voluntary Information Disclosure Form under the Informant Mechanism with SEBI, the Company shall provide suitable protection against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination against such employee, irrespective of whether the information is considered or rejected by the SEBI or he or she is eligible for a reward under Insider Trading Regulations

9. Review of Code

The Code will be reviewed annually or pursuant to changes if any in the Insider Trading Regulations, whichever is earlier

10. Penalty for contravention of the Code

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.

The Designated Persons who violate the Code may also be subject to disciplinary action by the Company, which would be determined by the Committee set up for this purpose. The penalty may include wage freeze, suspension, ineligibility for future participation in Employee Stock Option Plans, recovery, claw back, and such other actions as the Committee deems fit

The Board of Directors shall authorize formation of “Code monitoring Committee”. The Committee will make an inquiry, as appropriate, in the cases of any violation of this code. The Committee considering the nature and severity of the violation / breach, may decide to report any such breach and action taken to the Stock Exchange. The above actions of Company will be without prejudice to any civil or criminal action that the regulatory authorities may initiate against such an employee.

Failure or refusal to co-operate in such enquiry or investigation shall deemed to be serious violation of the obligation owed to Company under this Code.

Any amount collected under this clause shall be remitted to the Investor Protection and Education Fund as directed by SEBI under the Act.

The action taken by the Company shall not preclude SEBI from taking any action in case of violation of the Insider Trading Regulations

11. Amendment to Code

The Board of Directors of the Company reserves the right to add, amend, modify this Code as and when it deems appropriate.

12. Savings Clause:

If any rules under the Code are in conflict with or inconsistent with the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, then the SEBI (Prohibition of Insider Trading) Regulations, 2015 as modified/ amended from time to time, shall prevail and shall deemed to have been included in this Code.

CODE OF CORPORATE DISCLOSURE PRACTICES FOR PREVENTION OF INSIDER TRADING

1. Appointment of Chief Investment Relations Officer (CIRO):

The Chief Executive Officer (CEO) & Managing Director (MD) of the Company shall designate a Senior Employee as 'The Chief Investor Relations Officer' to deal with dissemination of information and disclosure of UPSI. He 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.

The Compliance Officer of EFSL shall be designated as CIRO of EFSL.

The Chief Investor Relations Officer/ Compliance Officer shall in consultation with the CEO and MD, make appropriate disclosures to the Stock Exchanges(s).

2. Corporate Disclosure Policy

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

i. Prompt disclosure of price sensitive information

Price sensitive information shall be given by the Company to stock exchanges as and when required.

ii. Responding to market rumours

'The Chief Investor Relations Officer/ Compliance Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

3. Disclosure/dissemination of Price Sensitive Information with special reference to Analysts, Institutional Investors

The Company should follow the guidelines given hereunder while dealing with analysts and Institutional investors: -

(i) Only Public information to be provided

The Company shall provide only public information to the analyst/research persons/large investors like institutions. Alternatively, the information given to the analyst can be uploaded on the Company's website.

(ii) Handling of unanticipated questions

The Company should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken notice of and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.

(iii) **Simultaneous release of Information**

When the Company organizes 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.

4. Medium of disclosure/dissemination

- (i) Disclosure/dissemination of information may be done through various media for quick dissemination.
- (ii) The Company shall ensure that disclosure to stock exchanges is made promptly.
- (iii) The Company may also facilitate disclosure through the website.
- (iv) The Company websites may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.

THIS POLICY IS FRAMED AS REQUIRED UNDER INSIDER TRADING REGULATIONS AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. IT WILL BE THE RESPONSIBILITY OF EACH EMPLOYEE TO ENSURE COMPLIANCE OF SEBI GUIDELINES AND OTHER RELATED STATUTES FULLY.

Annexures

Annexure 1

EDELWEISS GROUP - INVESTMENT REQUEST FORM

Name of Employee : _____ **Client Code:** _____

Name of the Company: _____ **Client Name:** _____

Dept. /Section : _____ **Date :** _____

Sr. No.	Name of security	Date of earlier opposite transaction (contra trade)	Buy/Sell	Quantity	Price Limit (not including brokerage)
1					
2					
3					
4					
5					

Note: Pre clearances are valid for ONE day only

DECLARATION

I hereby declare and undertake that;

- a) I have read and understood the Compliance Rules set by the Edelweiss Group with regard to investments by employees and the above transaction(s) is/are not in contravention of the same.
- b) I am not in receipt of any “Unpublished Price Sensitive Information” meaning any information which relates directly or indirectly to the above mentioned security/securities and which if published is likely to materially affect the price of securities of the above mentioned security/securities
- c) 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 dealing in the Securities of the Client Company till the time such information becomes public.
- d) The intended transaction is on my account or dependent family member’s account or Concern(s), Firm(s), Company(s), HUF(s), Trust(s) or Association of persons in which the persons to whom this Code is applicable has a stake of more than 10%.

- e) The said transaction is not on account of any other third party.
- f) I have not availed any finance from any Group Company for subscribing to the IPO/FPO/Rights Issue lead managed by Edelweiss Financial Services Limited or where Edelweiss Securities Limited /Edelweiss Broking Limited is Syndicate Member.
- g) The securities purchased shall be credited to such DP IDs as registered with the company. The securities sold shall be transferred from such DP IDs as registered with the company.
- h) All sell and purchase transactions in securities are for minimum holding / contra trade period, as applicable for securities held by me or my Immediate Relatives and my / their Connected Persons.
- i) All F & O contract shall be held by me for minimum period as applicable for securities held by me or my Immediate Relatives and my / their Connected Persons.
- j) I undertake to report all such decisions to Compliance for not executing or partially executing trades after obtaining the pre-clearance.
- k) I understand and acknowledge that should a contra trade be executed by me, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund.

Signature of Approver

Signature of Employee

Approved By: _____

Date of Approval: _____

Compliance Control No. _____

Annexure 2

Format for Reporting of Pre-Approved Transactions/Decisions not to Trade after Securing Pre-Clearance

Date: _____

The Compliance Officer,
Edelweiss Group.

Dear Sir/ Madam,

- I hereby inform you that I have bought/sold securities as given below.
- I request you to please take on the record the trades not executed/partially executed after obtaining pre-clearance.

(Tick the appropriate above and strike off the not applicable part)

Given below are the necessary details required for your perusal.

Sr. No.	Date of Approval	Approval Taken for (Self/Immediate Relative/Connected Person) Specify name	Name of Security	Buy / Sell	Approval taken for Quantity	Quantity executed

Thanking you,

Yours faithfully,

Name of the Employee: _____ **Employee Code** _____

Signature _____

Name of the Company: _____ **Department:** _____

Annexure 3

Application for Waiver of Contra Trade Period

Date: _____

The Compliance Officer,
Edelweiss Financial Services Ltd.

Dear Sir/ Madam,

I request you to grant me waiver of the contra trade period of six months as required under the Code Of Conduct For Prevention Prohibition Of Insider Trading In The Securities Of Edelweiss Financial Services Limited with respect to _____(no. of securities) of _____(name of the Company) held by me / _____(name of the Immediate Relative and Connected Person) or singly/jointly acquired by me / my Immediate Relative and Connected Persons on _____(Date). I desire to deal in the said securities on account of _____(give reasons).

Given below are the necessary details required for your perusal.

Name of the broker with whom account held

Trading Account Code _____ Date of purchase of securities _____

Thanking you,

Yours faithfully,

Name of the Employee: _____

Signature _____

Name of the Company: _____ **Department:** _____

Annexure 4

**Details of Share Holdings
Disclosure by Designated Employee Other than director/KMP/Promoter**

Name of the Employee: _____

Department: _____

Date: _____

—

Name of the client:		Demat a/c number:	
Relation with employee:			
Name of the DP:			
Sr. no.	Date of purchase	Name of the Security	No. of securities purchased
1			

Signature of the Employee:

Annexure 4(A)

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

Name of the company: _____

ISIN of the company: _____

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

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP /Directors / Immediate relative to / Others etc.	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No	
1	2	3	4	5

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

Annexure 5**Format for reporting by employees of transactions exceeding Rs. 10 lakhs in a calendar quarter under SEBI (Prohibition of Insider Trading) Regulations, 2015 (Regulation 7 (2))****Details of acquisitions in a calendar quarter of securities of EFSL by Promoter, Director or Employee and his immediate Relatives.**

Name & Address of Promoter/Director/Employee	No. & % of shares/voting rights held by the Promoter/Director/Employee	Date of receipt of allotment advice/acquisition / sale of shares /voting rights	Date of intimation to company	Mode of acquisition (market purchase/public/rights/preferential offer etc.)	No. & % of shares/post acquisition /voting rights sale	Trading member through whom the trade was executed with SEBI Registration no. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value	Sell quantity	Sell value

Employee Name :**Employee Code :****Designation:****Date:****Signature**

Annexure 6**Declaration – Immediate Relatives and Connected Persons**

To,
The Compliance Department,
Edelweiss Group.

Date _____

I, _____ having my trading account with _____ and Trading Code/Unique Client Code (U.C.C.) no. _____ do hereby declare that:

(i) The following persons are my Immediate Relatives and my / their Connected Persons (individual):

Sr. No.	Name	PAN	Relationship	Phone/Mobile No	Name of the broker with whom account held	U.C.C./Trading Code
1.						
2.						
3.						
4.						
5.						

(ii) I, my Immediate Relatives and my / their Connected Persons hold more than a 10% stake in the following concern(s)/firm(s)/companies/HUF/trust/ association of persons (non-individual) or share material financial relationship with following persons/concern(s)/firm(s)/companies/HUF/trust/ association of persons (non-individual) as defined in Insider Trading Regulations:

Sr. No.	Name of concern / firm/ company	PAN	Individual/Type of concern (e.g. sole proprietorship/ partnership/company)	U.C.C./Trading Code
1.				
2.				

(iii) Details of Education and Past Employment

- Education

Name of the Institution	Details of Degree/Certificate

- Past Employment

Sr No.	Name of the Company

(iv) I hereby declare that other than as disclosed above, there are no other Immediate Relatives or Connected Person(s) any of whom is either dependent financially on me, or consults me in taking decisions relating to trading in Securities.

(v) I also undertake that in case of any change in the abovementioned list I shall forthwith intimate the same in writing to the Compliance Department.

Signature _____

Employee Name: _____

Company: _____

Department: _____