

PFIL SECURITIES LTD.

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Policy and procedure for Prevention of Insider Trading

1.0 Compliance Officer

1.1 The PFIL Securities Ltd. has a compliance officer reporting to the Director.

1.2 The compliance officer shall be responsible for setting forth policies and procedures and monitoring adherence to the rules for the preservation of "Price Sensitive Information", pre-clearing of all designated employees and their dependents trades, monitoring of trades and the implementation of the code of conduct under the overall supervision of the Directors.

1.3 The compliance officer shall also assist all the employees /directors in addressing any clarifications regarding SEBI (Prohibition of Insider Trading) Regulations, 1992 and the organization's code of conduct.

1.4 The compliance officer shall maintain a record of the designated employees and any changes made in the list of designated employees.

2.0 Preservation of "Price Sensitive Information"

2.1 Employees/directors shall maintain the confidentiality of all Price Sensitive Information, Employees/directors must not pass on such information directly or indirectly by way of making a recommendation for the purchase or sale of securities.

2.2 Need to know

2.2.1 Price Sensitive Information is to be handled on a "need to know" basis, i.e. Price Sensitive Information should be disclosed only to those within the organization 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.

2.3 Limited access to confidential information

2.3.1 Files containing confidential information shall be kept secure. Computer files must have adequate security of login and pass word, etc.

2.4 Chinese Wall

2.4.1 To prevent the misuse of confidential information the organisation shall adopt a "Chinese Wall" policy which separates those areas of the organisation which routinely have access to confidential information, considered "inside areas" from those areas which deal with sale/marketing/investment advise or other departments providing support services, considered "public areas".

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

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

2.4.4 Demarcation of the various departments as inside area may be implemented by the organisation.

2.4.5 In exceptional circumstances employees from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the compliance officer.

3.0 Prevention of misuse of Price Sensitive Information

3.1 Employees/directors shall not use Price Sensitive Information to buy or sell securities of any sort, whether for their own account, their relative's account, organization account or a client's account. The following trading restrictions shall apply for trading in securities:

3.2 Pre clearance of trades

3.2.1 All directors /officers /designated employees of the organization/firm who intend to deal in the securities of the client company (above a minimum threshold limit to be determined by the organization) shall pre-clear the transactions as per the pre-dealing procedure as described hereunder.

3.2.2 An application may be made in such form as the organisation may specify in this regard, to the Compliance officer indicating the name and estimated number of securities that the designated employee / director 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 organisation / firm in this behalf.

3.2.3 An undertaking shall be executed in favour of the organisation by such designated employee / directors incorporating, inter alia, the following clauses, as may be applicable:

- (i) That the designated employee / director does not have any access or has not received any "Price Sensitive Information" upto the time of signing the undertaking.
- (ii) That in case the designated employee / director 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 client 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 specified by the organisation from time to time.
- (iv) That he / she has made a full and true disclosure in the matter

4.0 Restricted list

4.1 In order to monitor chinese wall procedures and trading in client securities based on inside information, the organisation shall restrict trading in certain securities and designate such list as restricted list.

4.2 Security of a listed company shall be put on the restricted list if the organisation is handling any assignment for the listed company or is preparing appraisal report or is handling credit rating assignments and is privy to Price Sensitive Information.

4.3 Any security which is being purchased or sold or is being considered for purchase or sale by the organisation on behalf of its clients / schemes of mutual funds, etc. shall be put on the restricted list.

4.4 As the restricted list itself is a highly confidential information it shall not be communicated directly, or indirectly to anyone outside the organisation. The restricted list shall be maintained by the Compliance Officer.

4.5 When any securities are on the Restricted List, trading in these securities by designated employees/directors may be blocked or may be disallowed at the time of pre-clearance.

5.0 Other restrictions

5.1 All directors / designated employees shall execute their order within one week after the approval of pre-clearance is given. If the order is not executed within one week after approval is given, the employee/ director must pre-clear the transaction again.

5.2 All directors / officers / designated employees shall hold their investments for a minimum period of 30 days in order to be considered as being held for investment purposes.

5.3 The holding period shall also apply to purchases in the primary market (IPOs). In the case of IPOs, the holding period would commence when the securities are actually allotted.

5.4 In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the compliance officer after recording in writing his/her reasons in this regard.

5.5 Analysts, if any, employed with the organisation while preparing research reports of a client company(s) shall disclose their share holdings/interest in such company(s) to the compliance officer.

5.6 Analysts who prepare research report of a listed company shall not trade in securities of that company for thirty days from preparation of such report.

7.0 Penalty for contravention of code of conduct

7.1 Any employee / director who trades in securities or communicates any information or counsels any person trading in securities, in contravention of the code of conduct may be penalised and appropriate action may be taken by the organisation.

7.2 Employees / directors of the organisation who violate the code of conduct may also be subject to disciplinary action by the company, which may include wage freeze, suspension, etc.

7.3 The action by the organisation shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 1992.

8.0 Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations

8.1 In case it is observed by the organisation / compliance officer that there has been a violation of these Regulations, SEBI shall be informed by the organisation