



Emkay Global Financial Services Limited

Insider Trading Policy

CIN: L67120MH1995PLC084899

Emkay Global Financial Services Limited (“EGFSL” or the “Company” or the “Intermediary”) is a SEBI registered Intermediary and is subject to the rules and regulations issued by the Securities and Exchange Board of India (SEBI). The Company, its Group/Associate, its subsidiary companies and their employees/Directors/Officers are governed by Securities and Exchange Board of India (SEBI) regulations.

To ensure compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“SEBI Regulations”). The Board of Directors the Company has adopted this Insider Trading Policy (the “Policy”) as may be amended from time to time.

The SEBI Regulations prohibits an Insider from trading in listed securities on the basis of any unpublished price sensitive information procured or received by the Insider.

1. Applicability

The SEBI Insider Trading Regulations shall be applicable to the designated person and immediate relatives of designated persons as defined in this policy of Emkay Global Financial Services Limited (EGFSL), its Group/Associate and subsidiary companies (together “the Company”), and their employees/Directors/Officers and any other connected person.

2. Definitions

A) Code

“Code” means ‘Code of Conduct for Prevention of Insider Trading as amended from time to time.

B) Compliance Officer

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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board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

C) Connected Person

“Connected Person,” means:

- i. any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such

- person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- ii. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons as defined in the regulation 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 Board; or
 - i) a banker of the company; or
 - j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

D) Designated Person

“Designated Person” means *Designated Person* as defined under regulation 9A(2)(a) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 i.e., “all employees who have access to unpublished price sensitive information are identified as designated Person”.

Further Designated person shall consist of:

1. Employees of EGFSL designated on the basis of their functional role or access to unpublished price sensitive information in the organization by Board of Directors.
2. Employees of material subsidiaries of EGFSL designed on the basis of their functional role or access to unpublished price sensitive information in the organization by their Board of Directors.
- 3.
4. Managing Director and employee up to two level below Managing Director of EGFSL and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information.
5. Any support staff of EGFSL such as IT Staff or secretarial staff who have access to UPSI.

and in respect of whom a distinct list is maintained by the EGFSL in line with regulation 9A(2)(d) of the Regulations.

E) Director

“Director” shall have the meaning assigned to it under the Companies Act, 2013.

F) Generally available Information

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

G) Immediate Relative

“Immediate Relative” of a person 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.

H) Insider

An insider means any person who is:

- i. a Connected Person or
- ii. in possession of or having access to unpublished price sensitive information.

I) Key Managerial Personnel

“Key Managerial Personnel” shall have the meaning assigned to it and as defined SEBI regulations and circulars issued from time to time.

J) Legitimate Purpose

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

K) Officer

“Officer” shall have the meaning assigned to it under the Companies Act, 2013 and as defined SEBI regulations and circulars issued from time to time.

L) Securities

“Securities” shall have the meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 or any modification thereof.

M) Trading

“Trading means and includes subscribing, *redeeming*, *switching*, buying, selling, dealing, or agreeing to subscribe, *redeem*, *switch*, buy, sell, deal in any securities, and “trade” shall be construed accordingly.

Words and expressions used and not defined in this Policy but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

N) Unpublished price sensitive information

Unpublished Price Sensitive Information (“UPSI”) means any information, relating to any Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following

- i. financial results;
- ii. dividends;
- iii. change in capital structure;
- v. mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
- vi. Changes in Key Managerial Personnel.

The SEBI Regulations prohibits the communication of UPSI to any person except as required under law. Further, procuring any person to Trade in the securities of any company on the basis of UPSI is also prohibited under the SEBI Regulations. Violations of the SEBI Insider Trading Regulations subjects the Insiders to severe penalties as defined in this policy.

3. Restrictions on communication and Trading by Insiders

I. Communication or procurement of UPSI

- i. An insider shall not communicate, provide, or allow access to any UPSI, relating to a Company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations;
- ii. An insider shall not procure from or cause the communication by an Insider of UPSI, relating to any Company or securities listed or proposed to be listed; except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations;
- iii. Shall give due notice to such persons to maintain confidentiality of such unpublished price sensitive information, who is in receipt of unpublished price sensitive information pursuant to a “legitimate purpose and considered an “insider” for purposes of these regulations in compliance with these regulations. Further 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 and shall not otherwise trade in securities of the company when in possession of UPSI.
- iv. UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
 - a) entail an obligation to make an open offer under the takeover regulations where the board of directors of the listed company is of informed opinion that sharing of such information is in the best interests of the company
 - b) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the listed company is of informed opinion that sharing of such information] is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts.

Provided that 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 and shall not otherwise trade in securities of the company when in possession of UPSI.

- v. The board of directors or head(s) of the organization or every person required to handle UPSI shall ensure that a structured digital database is maintained containing:

- a) the nature of UPSI
- b) the names of such persons who have shared the information
- c) the names of such persons or entity as the case may be with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.

Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. Further structured digital database need to be 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 the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

Provided that nothing contained above shall be applicable when an UPSI is communicated, provided, allowed access to or procured:

- (i) in furtherance of legitimate purposes for performance of duties or discharge of legal obligations pursuant to appropriate confidentiality and non-disclosure agreements being executed; or
- (ii) in the event the Board of Directors direct or cause the public disclosure of UPSI in the best interest of the Company; or
- (iii) within a group of persons if such persons have been identified and secluded within a “chinese wall” or information barrier by the Compliance Officer from the rest of the Company for a particular purpose or for a specified period of time in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, and are subjected to, among other conditions, additional confidentiality obligations, information barriers designed to prevent exchanges of UPSI outside the “chinese wall”, and the execution of an undertaking by such persons to abstain and / or forego Trading during such seclusion or till the UPSI no longer constitutes UPSI

II. Prohibition on Insider Trading

An insider shall not, directly or indirectly, –

- i. Trade in securities that are listed or proposed to be listed when in possession of UPSI;

Provided the above prohibition shall not apply to:

- a) A transaction that is an off-market inter-se transfer between insider(s) who were in possession of the same UPSI without being in breach of regulation 3 and both parties had made a conscious and informed trade decision.
provided such off-market trades shall be reported by the insider(s) to the company within two working days. The company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.
- b) The transaction was carried out through the block deal window mechanism between persons who were in possession of the UPSI without being in breach of Clause 3 and both parties had made a conscious and informed trade decision. Provided further that the UPSI was not obtained by either person in breach of regulation 3 of this policy.
- c) The transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- d) The transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- e) in the case of non-individual insiders:

- the individuals who were in possession of such UPSI were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to trade and
 - appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no UPSI was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached
- f) the trades were pursuant to a trading plan set up in accordance with regulation 5

4. Pre-clearance of Trading

- i. Designated Persons may trade in the securities, after securing pre-clearance through the pre-clearance procedure defined by the Company.
- ii. All the pre-clearance are valid for a day. If the pre-cleared trade is not executed on the same trading day after the approval is received, the Designated Person need to again secure pre- clearance of the transaction.
- iii. A Designated Person who trades in securities without complying with the pre-clearance procedure as prescribed in the regulation or in the policy or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to penalties as envisaged in this Policy.

5. Additional trading restrictions on Designated Persons

- i. Designated Person(s) shall not enter into derivative transactions in respect of the securities of the Company.
- ii. All Designated Persons who trade in the securities of the company shall not enter into an opposite transaction during the next six months following the prior transaction. The compliance officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the restriction. In case of any contra trade is executed without the pre-clearance procedure, 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 and action shall be taken against the employee as decided by the Compliance Officer.

6. Penalty for Insider Trading

- i. An Insider who acts in contravention of this Policy shall be liable to have his services or relationship with the Company, as the case may be, terminated.
- ii. Designated Person who violates this policy shall be subject to disciplinary action by the Company, which may include wage freeze or suspension,

7. Disclosure requirements for transactions in securities

- i. **Initial Disclosure:**
 - a) Every person on appointment as a Key Managerial Personnel or a Director of the Company shall disclose his / her holding of securities of the Company as on the date of appointment, to the Company within seven days of such appointment or becoming a promoter, as per Form A set out in Annexure 1.

ii. Disclosures by other Connected Persons:

The Compliance Officer may, require any other Connected Person or class of connected persons to disclose the holdings and trading in securities of the Company as per Form B set out in Annexure 3 at such frequency as he/she may determined by the company in order to monitor compliance with these regulations.

iii. Disclosure on an annual basis and as and when the information changes

All designated persons shall be required to disclose name and Permanent Account Number or any other identifier authorized by law of the following to the intermediary or fiduciary of:

- 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

8. Miscellaneous

- i. The Board of Directors is empowered to amend, modify, interpret this Policy and such amended Policy shall be effective from such date the Board may notify in this behalf.
- ii. The Compliance Officer shall provide the Audit Committee of the Board or the Board of Directors, the details of trading in securities by the Designated Persons including any violations of the Policy as and when there is such trading or violation by the Designated Person.
- iii. The Compliance Officer shall maintain (a) updated list of Designated Persons, (b) records of disclosures and pre-clearance details and undertakings for a period of five years and (c) a confidential list of any “restricted securities”.
- iv. The Compliance Officer shall, prior to approving any trades, seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- v. The Board of Directors of the Company shall formulate a code of conduct to regulate, monitor and report trading by their designated persons and immediate relatives of designated persons to achieve compliance with this Policy. In case such person(s) observes any violation of this Policy and the regulation, the code of conduct shall specify that it shall promptly inform the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by the Board from time to time..
- vi. The Company has adopted the amended “Insider Trading Policy” available at www.emkayglobal.com to regulate the Company’s practices and procedures for fair disclosure UPSI and to comply with the SEBI Regulations amended from time to time.

Policy created by: Compliance Team	Policy reviewed by: Compliance Officer
Policy approved by: Chief Operating Officer	Periodicity of Review: Event based
Officer responsible for implementation: Head - Compliance	

Annexure -1

FORM A

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

Name of the Company:

ISIN of the Company:

Details of Securities held as on the date of appointment as Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group 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 and as amended from time to time.

Details of Open Interest (OI) in derivatives of the Company held as on the date of appointment as Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group 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 Options 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-3

FORM B (Indicative Format)

SEBI (Prohibition of Insider Trading) Regulations, 2015

Regulation 7(3) - Transactions by other connected persons as identified by the Company

Details of trading in securities by other connected persons as identified by the Company

Name, PAN, CIN/DIN & address with contact nos. of other connected persons as identified by the Company	Connection with Company	Securities held prior to acquisition/disposal		Securities acquired/disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of Intimation to the Company	Mode of acquisition/ disposal (on market /public/ rights/ Preferential Offer/ Off market/ Inter-se transfer, ESOPs, etc.)
		Type of security (For eg. - Shares, Warrants, Convertible Debentures, etc.)	No and % of Shareholding	Type of security (For eg. - Shares, Warrants, Convertible Debentures, etc.)	No	Value	Transaction Type (Buy/Sale/ Pledge/Revoked/Invoke)	Type of security (For eg. - Shares, Warrants, Convertible Debentures, etc.)	No and % of Shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

Details of trading in derivatives by other connected persons as identified by the Company

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of Contract	Contract Specifications	Buy		Sell		
		Notional Value	Number of units (contracts *lot size)	Notional Value	Number of units (contracts *lot size)	
15	16	17	18	19	20	21

Note: In case of Options, notional value shall be calculated based on premium plus strike price of option

EMKAY GLOBAL FINANCIAL SERVICES LIMITED – INSIDER TRADING POLICY

