SAMUNNATI FINANCE PRIVATE LIMITED	
POLICY	A. Code of Fair Disclosure and Practices for Unpublished Price Sensitive Information (UPSI) B. Policy on Determination of Legitimate Purpose for Communication of Unpublished Price Sensitive Information (UPSI) C. Code of conduct to regulate, monitor and report trading by designated persons & their immediate relatives and connected persons
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A. CODE OF FAIR DISCLOSURE AND PRACTICES FOR UNPUBLISHED PRICE SENSITIVE INFORMATION

Purpose:

This Code of Fair Disclosure and Practices for Unpublished Price Sensitive Information ("the Code") ("UPSI") (hereinafter referred to as "the Code") is being adopted pursuant to Regulation 8 read with Schedule A of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, ('the Regulations'), as amended from time to time, which mandates the formulation of code of fair disclosure and practices for unpublished price sensitive information.

Overseeing and Co-ordinating disclosure:

The Board of the Company shall designate a Senior Officer as the Chief Investor Relations Officer who would be responsible to ensure timely, adequate, uniform and universal dissemination of information and disclosure of Unpublished Price Sensitive Information (**"UPSI"**) relating to the Company or its Securities pursuant to this Code as required under the Regulations so as to avoid selective disclosure. For the purpose of implementation and compliance with the code, the Chief Financial Officer of the Company is designated as the Chief Investor Relations Officer.

The Chief Investor Relations Officer shall report to the Director & CEO with respect to this Code and shall also co-ordinate with the Compliance Officer.

The Chief Investor Relations Officer shall ensure that information shared with analysts and research personnel and other employees of the Company is not UPSI. The Chief Investor Relations Officer shall be responsible for overseeing and co-ordinating disclosure of UPSI to analysts, shareholders and media, and educating employees on disclosure policies and procedures.

The Chief Investor Relations Officer shall also ensure that when interacting with media and external public, guidelines for disclosure of UPSI are complied with.

All disclosure/dissemination of any UPSI (save and except disclosure required to be made under any law or under this Code) on behalf of the Company shall be first marked to the Chief Investor Relations Officer, for approval. Any such information shall be made public or published on behalf of the Company only if the same is approved by the Chief Investor Relations Officer. In case of doubt, the Chief Investor Relations Officer, shall consult and seek approval of the Director & CEO before dissemination of such information.

The Chief Investor Relations Officer shall promptly disseminate unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

Responding to market rumors:

An Employee/Director of the Company shall promptly direct any queries on news reports or requests for verification of market rumors received from regulatory authorities to the Chief Investor Relations Officer.

The Chief Investor Relations Officer shall, on receipt of requests as aforesaid, consult the Director & CEO and send an appropriate and fair response to the same.

The Chief Investor Relations Officer shall be responsible for deciding, in consultation with the Director & CEO of the Company, as to the necessity of a public announcement for verifying or denying rumors and thereafter making appropriate disclosures.

All requests/queries received shall be documented and as far as practicable, the Chief Investor Relations Officer, shall request for such queries/requests in writing. No disclosure in response to the queries/request shall be made by the Chief Investor Relations Officer unless the Director & CEO approves the same.

Disclosure/ dissemination of UPSI with special reference to analysts, institutional investors:

No person, except those authorised by the Chief Investor Relations Officer, shall disclose any information relating to the Company's Securities to analysts and research and such other persons.

All Directors and Employees of the Company shall follow the guidelines given hereunder while dealing with analysts and institutional investors:

(i) Sharing of UPSI:

The Employees and Directors of the Company shall provide only public information to analysts/research/other persons. In case any UPSI is proposed to be provided, the person proposing to so provide information shall consult the Chief Investor Relations Officer, in advance. The Chief Investor Relations Officer shall ensure that that the information provided to the analyst/research person/investor as above is made public simultaneously with such disclosure.

The Company shall take extreme care and caution when dealing with analysts' questions that raise issues outside the intended scope of discussion.

The Chief Investor Relations Officer should tackle the unanticipated questions carefully. The unanticipated questions may be noted and a considered response be given later in consultation with the Director & CEO. If the answer to any question requires dissemination of UPSI, the Chief Investor Relations Officer, shall report the same to the Director & CEO and obtain necessary approval for its dissemination to the Stock Exchanges/public announcement through press. The Chief Investor Relations Officer, shall, after dissemination of such UPSI, respond to such unanticipated questions.

The Chief Investor Relations Officer shall handle all the UPSI on a need-to-know basis only. In case of doubt, the Chief Investor Relations Officer, shall consult and seek approval of the Director & CEO before dissemination of such information.

(ii) Legitimate Purpose:

The term **"legitimate purpose"** shall include sharing of UPSI 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 the Regulations.

Any person in receipt of UPSI pursuant to a **"legitimate purpose"** shall be considered an **"insider"** for purposes of the Regulations and execution of confidentiality agreement with such persons, to maintain confidentiality of such UPSI in compliance with the Regulations.

(iii) Recording of discussions:

All analyst and other investor relations conferences shall be attended by the Chief Investor Relations Officer who may be accompanied by any other Employee(s) of the Company. In order to avoid misquoting or misrepresentation, the Chief Investor Relations Officer can make transcripts or arrangements for recording the discussions at the Meeting.

(iv) Simultaneous release of information:

Whenever the Company proposes to organise Meetings with investment analysts/research person, the Company shall make a press release or post relevant information on its website after every such meeting.

The Chief Investor Relations Officer shall be responsible for drafting of the press release or the text of the information to be posted on the Company's website, in consultation with the Director & CEO.

(v) Medium of disclosure/ dissemination:

The Company shall disseminate all credible and concrete UPSI on a continuous and in a timely manner to stock exchanges where its Securities are listed in accordance with the requirements of applicable law and thereafter to the press.

As a good corporate practice, the UPSI disclosed to the Stock Exchanges and to the Press may also be supplemented by prompt updates on the Company's website. The Company may also consider other modes of public disclosure of UPSI as to improve investor access to the same.

The Chief Investor Relations Officer shall, simultaneously, arrange for a copy of the press release to be made available on the Company's website i.e. https://www.samunnatifinance.com

The information filed by the Company with the Stock Exchanges under the Stock Exchange Listing Agreement shall also be posted on the Company's website.

The Company shall also promptly intimate any amendment to this Code for Fair Disclosure and Practices for Unpublished Price Sensitive Information to the Stock Exchanges, as required under the Regulations.

B. POLICY ON DETERMINATION OF LEGITIMATE PURPOSE FOR COMMUNICATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. Background

Samunnati Finance Private Limited (the "**Company**") shares data or information with various stakeholders like organisations, agencies, institutions, intermediaries, establishments, persons, etc., during the course of its business operations, as may be required. Such unpublished data or information, if made publicly available may or may not impact the market price of the listed securities of the Company. If such persons trade on the basis of unpublished price sensitive information ("**UPSI**"), it could result in an undue advantage to such persons. The trading in the securities of the Company by an insider is governed by and subject to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("Regulations"), as amended from time to time, and the Code of Conduct for Prevention of Insider Trading and Code for Corporate Disclosure Practices.

This 'Policy on Determination of Legitimate Purpose for Communication of Unpublished Price Sensitive Information' ("Policy") is framed by the Board of Directors of the Company pursuant to the amendment in the Regulations, in 2018 and is part of "Code of Fair Disclosure and Practices for Unpublished Price Sensitive Information". *(Regulation 3(2A) and 3(2B))*

2. Applicability *(As specified in Code)*

This policy is applicable to all Insiders.

3. Definitions

(a) **"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 whether temporary or permanent, with the company, 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). a relative of connected persons specified in clause a(i) above; 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;

(k). a firm or its partner or its employee in which a connected person specified in clause a(i) above is also a partner; or

(l). a person sharing household or residence with a connected person specified in clause a(i) above

(b) **"Insider"** means any person who is

i) a Connected Person or

ii) in possession of or having access to Unpublished Price Sensitive Information. *(Regulation 2(1)(g))*

(c) **"Unpublished price sensitive information"** means any information, relating to a Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: -

(i) financial results;
(ii) dividends;
(iii) change in capital structure;
(iv) change in credit rating;
(v) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
(vi) changes in key managerial personnel; and
(vii) such other information as determined by the Board of Directors/Managing Director /Compliance Officer from time to time. *(Regulation 2(1)(n)).*

4. Legitimate Purpose

"**Legitimate Purpose**" shall mean sharing of UPSI in the ordinary course of business or on a need-to-know basis. The Company may share the UPSI if required in the interest of the Company.

Legitimate Purpose shall, *inter alia*, include sharing of UPSI on need to know basis 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 the Regulations. *(Regulation*

3(2A) and 3(2B)).

In following cases which are illustrative in nature, sharing of UPSI would be considered as legitimate purpose:

i. For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognised by law;
Example: Any call for information or query received from Ministry of Corporate Affairs, Income Tax Authority, Securities and Exchange Board of India ("SEBI"), Stock Exchanges, Reserve Bank of India, Sectoral Regulatory Body, etc.

ii. Under any proceedings or pursuant to any order of courts or tribunals;
Example: National Company Law Tribunal, National Company Law Appellate Tribunal, Quasi-judicial authority, Other Appellate Tribunals, Arbitration Proceedings, etc.

iii. As part of compliance with applicable laws, regulations, rules and requirements;
Example: Company Law, Securities Law, Income Tax Law, Banking Law, etc.

iv. Arising out of any contractual obligations or arrangement entered by the Company set forth in any contract, agreement, arrangement, settlement, understanding or undertaking.
Example: Due-diligence for any kind of restructuring, namely mergers & acquisitions, joint venture agreements, share purchase agreements, franchisee agreement, etc.

v. Arising out of business requirement including requirement for the purposes of promoting the business and strategies of business. Which may require sharing of information with Promoters and Promoters in turn with their Promoters as well as by Promoters with their advisors, consultants, intermediaries, fiduciaries etc. *Example: Some of the examples which are illustrative in nature are as mentioned below:*

- Sharing the relevant UPSI by Company or Promoters for advice, consultation, valuation, fund raising or other intermediation and approvals in relation to the subject matter of a proposed deal/assignment/tie-up/venture/fund raising;

- Sharing the relevant UPSI by Company or Promoters with intermediaries, fiduciaries, merchant bankers, advisors, lawyers, bankers, consultants, valuers, auditors, insolvency professionals, business support agents, transaction processing service providers in order to avail professional services from them;

- Sharing the relevant UPSI by Company or Promoters for advice, consultation, transaction support, intermediation and approvals on projects relating to enterprise transformation, strategy, change management, analytics, re-organisation, operation improvement, technology and similar domains;

- Sharing the relevant UPSI by Company or Promoters with business partners essential to fulfill the terms and conditions of a business contract with a client, vendor, collaborator or lender;

- Sharing the relevant UPSI by Company or Promoters for advice, consultation, transaction support, intermediation and approvals in the process of evaluation of new products, business opportunities and new lines of business;

- Sharing the relevant UPSI by Company or Promoters for statutory consolidation requirements or related customary disclosure obligations;

- Sharing the relevant UPSI by Company or Promoters with persons engaged or involved in the processes leading to disclosure of events set out in Schedule III to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

Any person in receipt of UPSI pursuant to a **"legitimate purpose"** shall be considered an **"insider"** for purposes of the Regulations and shall comply with the Code.

5. Process for sharing UPSI

The insider may conduct the following steps while sharing UPSI:

i) Satisfy that information is UPSI and sharing is for legitimate purpose
ii) Identify the persons with whom the information is to be shared
iii) Notify the recipient that UPSI is being shared and enter into a confidentiality/non-disclosure agreement.
iv) Mode of sharing UPSI shall be either by an email (address directly to the insider without copying) or hard copy or any other electronic mode or device or provide access to the information, data, server with acknowledgement or verbal exchange.
v) Maintain names of the persons along with PAN (or any other identifier where PAN is not available) with whom information is shared. The database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. This database shall be kept confidential.

6. Audit

There shall be an annual audit to ensure the integrity of the system and data maintained.

7. Policy Review

The Policy shall be reviewed at least annually and more frequently in case of any changes or any regulatory requirements, from time to time.

In the event of inconsistency of this Policy with any legal provisions, the provisions of the law shall override this Policy.

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Invested in your Growth

Legitimate Purpose referred to in the SEBI (Prohibition of Insider Trading) Regulations, 2015

Regulation 3:

(1) No insider shall communicate, provide, or allow access to any unpublished price sensitive information, 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.

(2) No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a Company or securities listed or **proposed to be listed**, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

(2A) The Board of directors of a listed Company shall make a policy for determination of **"legitimate purposes"** as a part of "**Code of Fair Disclosure and Conduct**" formulated under Regulation 8.

Explanation -"**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.

(2B) Any person in receipt of unpublished price sensitive information 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 unpublished price sensitive information in compliance with these regulations.

C. CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS & THEIR IMMEDIATE RELATIVES AND CONNECTED PERSONS

1. Background

1.1. Regulation 9 read with Schedule B of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("Regulations"), as amended from time to time mandates formulation of a Code of Conduct to regulate, monitor and report trading by Designated Persons & their immediate relatives and Connected Persons ("Code of Conduct").

1.2. The Board of Directors of Samunnati Finance Private Limited ("Company") formulated and approved this Code of Conduct.

2. Preamble and Objective

2.1. The objective of this Code of Conduct is to prohibit a Designated Person & his/ her Immediate Relatives and Connected Persons from Trading in the Securities of the Company while in possession of Unpublished Price Sensitive Information ("UPSI").

3. Scope and applicability

3.1. This Code of Conduct is applicable on all persons so identified by the Board of Directors of the Company, including but not limited to the following:

a) Insiders
b) Connected persons
c) Designated Persons (including immediate relatives of Designated Persons)
d) Such other persons as may be specified by the Board of Directors from time to time.

3.2. The aforesaid terms shall be as defined in the Code in Part A, Policy in Part B or this Code of Conduct.

4. Definitions

4.1. **'Contra Trade'** means a trade or transaction which involves buying or selling any number of Securities of the Company and within 6 months trading or transacting in an opposite transaction involving sell or buy following the prior transaction.

4.2. **'Designated Persons'** means all the following persons given below of the Company and its subsidiaries:

a) Directors
b) CEO & COO
c) All heads of functions of Business, Finance, Taxation, Human Resource, Treasury, Data Intelligence, Risk, Internal Audit, Secretarial & Legal
d) All Employees in the above functions
e) contractual employees who fall in above criteria listed in point (a) to (c)

Provided that if any functional head of any respective function submits the name of Designated Persons from his/her division, then such list shall prevail over and above the ones mentioned in point (a) to (d) above.

4.3. **'Generally Available Information'** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.

4.4. **'Insider Trading Regulations'** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

4.5. 'Relative' means the following:

a) Spouse of the person;
b) Parent of the person and parent of the spouse;
c) Sibling of the person and sibling of the spouse;
d) Child of the person and child of its spouse;
e) Spouse of the person listed at sub-clause (c) above;
f) Spouse of the person listed at sub-clause (d) above.

4.6. **'Trading'** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any Securities, and "trade" shall be construed accordingly.

4.7. **'Trading Plan'** is a plan submitted to the Compliance Officer by an Insider who has knowledge or is in possession of UPSI, his or her intention to trade in the Company Securities over a given period of time.

5. Explanation

5.1. Word and expressions not defined in Code in Part A, Policy in Part B or this Code of Conduct, shall have the same meaning as specified under Insider Trading Regulations, the Companies Act, 2013, Securities Contracts (Regulation) Act, 1956, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Depositories Act, 1996, and/ or such other notification/ circular/ guidance note/ regulation/ guidelines, issued by the SEBI or any other regulatory/ statutory body from time to time.

5.2. Wherever appropriate in this Code of Conduct, a singular term shall be construed to mean the plural where necessary, and a plural term the singular. Similarly, any masculine term shall also be construed to mean the feminine or any other gender and vice versa.

6. Role of Compliance Officer

6.1. The Compliance Officer shall ensure the adherence of all the policies, codes, processes and procedures formulated and adopted by the Company for the preservation of UPSI and monitor the compliances and implementation of all the provisions specified in the Insider Trading Regulations.

6.2. The Compliance Officer shall assist any Insider approaching him/ her in addressing any queries regarding adherence to the provisions or reporting requirements of this Code of Conduct. These queries may include determination of whether a person or entity is an Insider or whether an information is UPSI or what kind of reporting or disclosures does the Insider need to make and so on. All these queries/ clarifications shall be raised through emails at seclteam@samunnati.com and responses shall be given by the Compliance Officer marked as "Confidential – Insider Trading Regulation".

6.3. The Compliance Officer shall apprise all the Designated Persons to mark email ID, being seclteam@samunnati.com in email communications wherever any UPSI of the Company or its subsidiaries and any of its Intermediary, respectively, is being shared, internally or externally. These are the common email IDs of Company and its subsidiary and any additional team specific email IDs may be created based on requirements, if any.

6.4. The Compliance Officer shall monitor trades by the Designated Persons, verify, approve or reject trading plans, seek disclosures/ declarations as per provisions of Regulation 5 of Insider Trading Regulation, and grant or reject pre-clearance for dealing in the Company's Securities. Compliance officer shall notify the trading plan to the stock exchanges and ensure that once

approved, the trading plans shall be irrevocable.

6.5. The Compliance Officer shall obtain all the declarations/ information as may be required from time to time from the identified Designated Persons for ensuring compliance of the Insider Trading Regulations.

6.6. Upon the violation of this Code of Conduct, the Compliance Officer shall seek written explanation from the Insider and any such violation shall be reported by the Compliance Officer to the Audit Committee or Board of Directors, upon becoming aware of the same, based on the nature of the violation.

6.7. The Compliance Officer shall make timely intimations to stock exchange(s) and SEBI of receipt of declarations/ disclosures as well as violation under this Code of Conduct.

7. Disclosures by Insiders and their responsibilities

7.1. The Insider shall submit the requisite details/ disclosures in such form and/ or manner as may be specified in this Code of Conduct from time to time.

7.2. Every Insider shall furnish their transaction in Securities of the Company, sharing of any UPSI as a Designated Person as well as Connected Person within two trading days from the date of transaction.

7.3. Every person on appointment as Key Managerial Personnel or a Director of the Company or upon becoming a Promoter or member of the Promoter Group of the Company shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter. This disclosure shall be in Form B or such other form/format as may be notified.

7.4. Every Promoter, member of Promoter Group, Key Managerial Personnel, Director and Designated Person of the Company shall furnish a statement of any transaction in Securities (either acquisition or disposal) by them within two Trading days whether in one transaction or in a series of transactions over a calendar quarter, aggregates a traded value in excess of INR 10 Lakhs (Indian Rupee Ten Lakhs Only). This disclosure shall be in Form C or such other form/format as may be notified. The Compliance Officer shall thereafter disclose such trades within 2 trading days to the stock exchanges in Form No. C [Format prescribed by SEBI] and in case of not receiving any intimation of trade by any such person, but in case of becoming aware of any such trade, the reporting to stock exchange shall be done suo-moto within 2 trading days of becoming aware of such trade by the Compliance Officer.

7.5. The Compliance Officer may at his/her discretion necessitate such other Connected Person or Insider, who holds Securities of the company to disclose in Form D or such other form/format as may be notified, at such frequencies for monitoring compliance. There shall be proper procedures for recording the disclosures made, date and time of disclosures and the person and the capacity in which he is making such disclosures and the adequacy thereof.

7.6. All Designated Persons shall be required to forward Annual Reporting of level of holdings in securities of the Company within 30 days from the end of the financial year to the Compliance Officer in Form E or such other form/format as may be notified.

8. Reporting

8.1. The Compliance Officer of the Company shall report on the trading by Designated Persons adequacy of compliance to the Insider Trading Regulation to the Board and Audit Committee at such intervals as prescribed by the Board but not less than once in a year;

8.2. The Company shall also ensure uniform and universal dissemination of UPSI to avoid selective disclosure;

8.3. As and when a violation of this Code of Conduct read with the Insider Trading Regulations is observed by the Company, the same shall be forthwith intimated to stock exchange(s) and/ or SEBI.

8.4. Violation of the Code of Conduct by Designated Persons and the immediate relatives of the Designated Persons shall be made to stock exchange(s) and/ or SEBI in the prescribed format.

8.5. The Company shall maintain a database of violations to entail initiation of appropriate action against them.

9. **Protection against retaliation and victimization for employee who files a Voluntary Information Disclosure Form to SEBI**

9.1. Any employee of the Company may intimate the information pertaining to any violation of the Securities Laws that has occurred, is occurring or has reasonable belief to have occurred by filing a Voluntary Information Disclosure Form to SEBI.

9.2. Any such employee shall not be required to notify the Company about any Voluntary Information Disclosure Form filed with the Board or to seek prior permission or consent or guidance of any person engaged by the Company before or after such filing.

9.3. The Company has suitable protection to the employee who files a Voluntary Information Disclosure Form to SEBI and also the Company shall not take any action such as discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination against any employee who files a Voluntary Information Disclosure.

10. **Trading window**

10.1. The Compliance Officer shall notify a 'trading window closure' during which the Designated Persons or their relatives shall not Trade in the Company's securities till the end of 48 hours after UPSI disclosed in public domain or become Generally Available Information. The said intimation shall also be filed with the stock exchange(s) and uploaded on the website of the Company.

10.2. The trading window for every Insider shall remain closed from the end of every quarter till 48 hours after the declaration of financial results. Non-Receipt of Communication with respect to window closure after the end of quarter shall not be treated as a justification for violation of this provision. The posting of the said notice shall be sufficient to presume that Designated Persons are aware of trading window closure.

10.3. Trading window shall also be closed in the event of leak or suspected leak of UPSI. The trading window in such cases shall be opened after the inquiry into leak or suspected leak is completed.

10.4. The trading window closure restrictions shall not apply in the cases specified under Regulation 4 of Insider Trading Regulation, as amended from time to time.

10.5. The trading window shall also be closed when the Compliance Officer determines that a designated person or class of designated persons can reasonably be expected to have possession of UPSI;

10.6. The trading window shall be re-opened by the Compliance Officer after taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than 48 hours after the information becomes generally available.

11. **Pre-clearance of trades**

11.1. When the trading window is open, trading by Designated Persons or their relatives shall be subject to pre- clearance by the Compliance Officer, if the value of the proposed trades, either singly or through a series of transactions in a calendar quarter is in excess of INR 10 Lakhs (Indian Rupee Ten Lakhs Only);

Provided that no pre-clearance request shall be entertained for trading in securities of any company / entity as mentioned in the "Grey list" or "Whitelist", as may be called and published from time to time, for the purpose of providing such names of companies / entities in which trading is strictly prohibited.

11.2. Prior to approving/ clearing any trades, the Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any UPSI. S/he shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate;

11.3. Such pre-clearance request and aforesaid declaration shall be in a format provided in "**Form F and G**" or such other form/format as may be notified.

11.4. The pre-cleared trades shall be executed within a maximum period of 7 trading days by the Designated Person. In case of any failure to execute the same, fresh clearance would be required;

11.5. Further, the reasons of not executing trade pursuant to obtaining preclearance shall be disclosed within Two trading days from the expiry of pre- clearance period.

11.6. A Designated Person who is permitted to trade, shall not execute a contra-trade for a defined period, which shall not be less than 6 months. The Compliance Officer is 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 Insider Trading Regulations;

11.7. Should a 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 SEBI for credit to the Investor Protection and Education Fund administered by SEBI.

11.8. This shall not be applicable for trades executed pursuant to exercise of stock options;

12. **Trading Plan**

12.1. An Insider, specifically those in perpetual possession of UPSI, shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

12.2. Such trading plan shall (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan; (ii) not entail trading for the period between the twentieth 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 such financial results; (iii) entail trading for a period of not less than twelve months; (iv) not entail overlap of any period for which another trading plan is already in existence; (v) 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 (vi) not entail trading in securities for market abuse.

12.3. The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these 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.

12.4. The trading plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the Securities outside the scope of the trading plan.

12.5. Upon approval of the Trading plan, the Compliance Officer shall notify the plan to the stock exchange(s) on which the Securities are listed.

12.6. Pre-clearance of trades, trading window norms and restrictions on contra trade shall not be required for trades executed as per an approved trading plan.

13. **Penalty for Contravention**

13.1. Any Insider who deals in the Securities of the Company in contravention of the provisions laid under this Code of Conduct, shall be held liable and guilty for the contravention/ breach of the provisions of this Code of Conduct and/ or Insider Trading Regulation.

13.2. Any Insider who violates the provisions of the Code of Conduct or Insider Trading Regulation shall be liable for the following penal/disciplinary actions by the Company.

Sl. No	**Contravention**	**Penal / Disciplinary Actions that may be taken**
1.	Non-submission of forms and disclosures as required under the Code of Conduct	Penalty as decided by the Board after the recommendation from Audit Committee

2.	Contra Trade being executed, inadvertently or otherwise, in violation of Insider Trading Regulations.	The profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
3.	Any other contravention	Penalty as decided by the Board after the recommendation from Audit Committee.
4.	Giving recommendation directly or indirectly on the basis of UPSI	
5.	Communication of UPSI in violation of Code or Insider Trading Regulation	

13.3. Any amount collected from the above contraventions shall be remitted to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI.

14. Review

14.1. This Code of Conduct shall be placed before the Board of Directors of the Company for its review, periodically at least once in a financial year.

14.2. The Audit Committee and the Board of Directors shall be empowered to amend, modify, interpret this Code of Conduct and the same shall be effective from such date that the Board may notify in this behalf.

14.3. A copy of this Code of Conduct shall be placed on the website of the Company and the link to the same shall be provided in the Annual Report of the Company.

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FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2) - Disclosure on becoming a Key Managerial Personnel/Director/ Promoter/ Member of the promoter group]

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 or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlements, 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 on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director /KMP or upon becoming Promoter/member of the promoter group					Open Interest of the Option Contracts held at the time of appointment of Director /KMP or upon becoming Promoter/ member of the Promoter Group
Contract Specifications	Number of units	Notional value in Rupee terms	Contract Specifications	Number of units	Notional value in Rupee terms
	(contracts* lot size)			(contracts* lot size)	
1	2	3	4	5	6

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

Name &
Signature:
Designation:
Date:
Place:

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FORM C

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) – Continual Disclosure]

Name of the company: _____

ISIN of the Securities: _____

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoter/ member of the promoter group/designated person/ Directors/immediate relative to/others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/disposal of shares, specify		Date of intimation to company	Mode of acquisition /disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed
		Type of securities (For eg. - Shares Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For eg. Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others- please specify)	Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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Note: (i) *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*
(ii) *Value of transaction excludes taxes/brokerage/any other charges*

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

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)	
16	17	18	19	20	21	22

Note: *In case of Options, notional value shall be calculated based on Premium plus strike price of options.*

Name & Signature:
Designation:

Date:
Place

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FORM D

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/ disposal of shares specify		Date of intimation to company	Mode of acquisition/ disposal (on market/ public/ rights/ Preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	Type of securities (For eg. – Shares, Warrants Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/Sale/ Pledge/ Revocation / Invocation/ Others- please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: (i) *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*
(ii) *Value of transaction excludes taxes/brokerage/any other charges*

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Details of trading in derivatives on the securities of the company 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)	
16	17	18	19	20	21	22

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

Name:
Signature:
Place:

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Form E
Annual Reporting of level of holdings in securities of the Company

Date:

To
Compliance Officer
Samunnati Finance Private Limited Chennai

Reg: Annual Reporting of level of holdings in securities of the Company for the Financial Year ended _____

Pursuant to the disclosure requirements of the Code of Conduct for Prevention of Insider Trading in the Listed/Proposed to be Listed Securities of the Company, I hereby disclose that I hold below securities of Samunnati Finance Private Limited as on date of submission:

PAN	DP ID	Client ID / Folio No	ISIN	Number of Securities held

The following is the list of my immediate relatives and details of Securities held by them in the Company.

Name	**PAN No.**	**Nature of Relationship**	**DP Id No**	**Client Id No/ Folio No.**	**ISIN**	**No of Securities**

Signature
Name:
Designation:

Note: *Immediate Relative means 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.*

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Form F

Date: [●]

To
Compliance Officer
Samunnati Finance Private Limited Chennai

Dear Sir,

Sub: Request for pre-clearance for Trading in Securities of the Company.

Pursuant to the procedure laid down for the dealing in Securities of the Company, I hereby submit the following for your pre-clearance.

1	Name of the applicant	
2	Designation	
3	Relationship with the applicant (Self / Immediate Relative)	
4	Number & Class of securities held as on date	
5	Folio No. / DP ID / Client ID No.	
6	Nature of transaction (Purchase / Subscription/ Sale / Pledge / Gift/ Any other purpose (please specify))	
7	ISIN of the Securities proposed to be traded	
8	Proposed date of dealing in securities	
9	Estimated number of securities proposed to be purchased/ subscribed / sold/ pledged / gifted	
10	Current market price (as on date of application)	
11	Whether the proposed transaction will be through stock exchange or off-market deal	
12	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

Further, I enclose the Undertaking as envisaged in the Code of Conduct for Prevention of Insider Trading in the Listed/Proposed to be Listed Securities of the Company (Code)for your records. I confirm that I have read the Code of Conduct and am not in possession of Unpublished Price Sensitive Information relating to the Company when I am purchasing or selling the above Securities. The above is full and true disclosure in the matter. In the light of the above, please communicate your clearance to enable me to sell/purchase the Securities.

_____
Signature

Name: [●]
Designation: [●]

(Note: Strike off whichever is not applicable)

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Form G

Undertaking with respect to pre clearance

This UNDERTAKING is executed for Trading in Securities (ISIN _____) of Samunnati Finance Private Limited by Mr/Ms. S/o / W/o / D/o residing at _____ in favour of Samunnati Finance Private Limited, a company incorporated under the Companies Act, 2013 and having its registered office at Baid Hi-tech Park, 8th Floor, No. 129-B, East Coast Road, Thiruvanmiyur, Chennai - 600041 (Hereinafter referred to as the "Company").

WHEREAS the Company has, in terms of Regulatory requirements, put in place the Code of Conduct for Prevention of Insider Trading in the Listed/ Proposed to be Listed Securities of the Company (Hereinafter referred to as the "Code"),

AND WHEREAS, the Code of Conduct provides that the Designated Person of the Company must comply with the pre-clearance procedure before dealing in any Securities of the Company.

NOW THIS UNDERTAKING WITNESSETH AS UNDER:

1. I _____Emp. No. ___(Designated Person) of Samunnati Finance Private Limited, do hereby undertake to adhere to the terms, conditions and restrictions contained in the Code of Conduct, as are currently in force.

2. I understand that any misrepresentation and/or false undertaking given herein may attract penalties as laid down under the Code of Conduct.

3. That, I do not have access to, or have not had access to UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI) by virtue of my position or connection in the Company or otherwise, up to the time of signing this Undertaking.

4. I have not contravened the provisions of the Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time;

5. I undertake to submit the necessary reporting within two trading days of execution of the transaction/a Nil report if the transaction is not undertaken;

6. That, in case I have access to or receive UPSI after the signing of the Undertaking but before the execution of the transaction, I shall inform the Compliance Officer.

Or

By virtue of my position in the Company I have access to UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI) or I may be deemed to perpetually be in possession of UPSI. Hence, I have submitted a Trading Plan to you on_____. I am now proposing to trade in the Securities of the Company as per my application dated _____in compliance of the Trading Plan.

7. That, I will only sell/purchase the Securities of the Company for the reasons as mentioned in the application and will not buy/sell the Securities of the Company during the period Trading Window is closed.

8. I have not contravened the provisions of the Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time;

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9. That, I have not contravened the rules and other provisions contained in the Code currently in force.

10. That, I have made full and true disclosure in the matter.

11. That, I hereby indemnify the Company as below.

    a. To hold the Company and the Compliance Officer faultless in the event of any investigation against me for insider trading by any regulatory authority.

    b. To make good to the Company and the Compliance Officer all economic losses, fines or penalty if any, imposed on the Company as a result of any investigation by any regulatory authority / authorities into any of the transactions entered into by me in dealing with the Securities of the Company.

    c. To compensate the Company and the Compliance Officer for and towards all legal expenses incurred in defending itself in such investigations including legal expenses.

12. That, I shall be liable for punitive action and/or Company imposed sanctions for contravention of the Code apart from any action that may be taken against me by any regulatory authorities if it is proved that I have violated the SEBI (Prohibition of Insider Trading) Regulations,2015.

13. That, I shall be bound by the Laws of India, in respect of this Undertaking and shall be subject to the jurisdiction of the Courts at Tamil Nadu only.

IN WITNESS WHEREOF THIS UNDERTAKING HAS BEEN EXECUTED ON THIS DATE OF _____ AND AT _____.

By : _____

Name: _____

Designation: _____

Witnesses:

(Note: Strike off whichever is not applicable)

FORM H

Reporting of trades executed / decided not to trade

Date:
[●]

To
Compliance Officer
Samunnati Finance Private Limited Chennai

Dear Sir,

Sub: Reporting of trades executed / decided not to trade and its reasons

Pursuant to the procedure laid down for the dealing in Securities of the Company, for your record I hereby submit; the following details of trades executed on;

1) Name of Designated Person	
2) Emp. ID	
3) Designation	
4) Date of Pre-Clearance Approval	
5) No. of Securities sold / purchased	
6) Value of Transaction (in Rs.)	
7) Class of Securities	Debenture
8) ISIN of the Securities	
9) Depositary Participant ID	
10) Client ID/ Folio No.	
11) Any other details	

Or

that I decided not to trade due to the following reasons:

a.
b.

Signature _____

Name :
Designation :

(Note: Strike off whichever is not applicable)