

## **JOINDRE CAPITAL SERVICES LIMITED**

### **POLICY FOR PROHIBITION OF INSIDER TRADING AS PER SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 1992**

#### **The Concept/Objective of the Policy**

The objective of the Insider Trading Policy is to prevent the insiders of a listed company to deal in its securities, while in possession of unpublished price sensitive information, thereby ensuring transparency and fair play in securities' transaction(s).

'Insider' includes:

- Any person who is or was or deemed to be connected with the Company and who is reasonably expected to have access to unpublished price sensitive information
- Any person who has received or has had access to unpublished price sensitive information

Insider Trading thus refers to a practice whereby a person's access to confidential (inside) and non-published (advance) information gives him an unfair advantage over others in the trading of a company's securities.

Trading on inside information at the expense of outside investors is regarded as injustice to outside investors and to curb that all Listed Companies are required to develop their own code of conduct for prevention of insider trading as prescribed in the Regulation 12 of SEBI (Prohibition of Insider Trading) Regulations, 1992. The Company has therefore framed a Policy for Prohibition of Insider Trading, the text of which is produced below:

#### **APPLICABILITY**

The policy is applicable to the following categories of persons including their dependant family members i.e.

- Spouse, Unmarried Children, Father & Mother:
- all Directors of the Company
- Officers including Company Secretary
- Designated Employees- All officers comprising the top three tiers of the Company's Management i.e. Presidents, Vice Presidents and Head of the Department
- the Statutory Auditors/Internal Auditor of the Company
- The policy is also applicable to any person who is a Promoter or Part Of Promoter Group
- Accounts and Finance Personnel of the Company at Head Office.

#### **COMPLIANCE OFFICER**

The Company Secretary of the Company shall act as the Compliance Officer of the Company for the purposes of these Regulations and is responsible to comply with the provisions as contained herein. The Compliance officer shall be under the overall supervision of the Board of Directors and shall report to Mr. Subhash Agarwal ,Whole Time Director of the Company

## **PRICE SENSITIVE INFORMATION OR UNPUBLISHED PRICE SENSITIVE INFORMATION ('PSI')**

Price sensitive information means any information which relates directly or indirectly to the Company and which if published is likely to materially affect the price of securities of the Company.

- ◆ Periodical financial an-audited/audited results of the Company
- ◆ Intended declaration of dividends (interim and final)
- ◆ Issue of securities or buy back of securities
- ◆ Major expansion plans or execution of new projects
- ◆ Amalgamation, mergers or takeovers
- ◆ Disposal of the whole or substantial part of the undertaking
- ◆ Any significant changes in policies, plans or operations of the Company
- ◆ Such other information as may affect the earnings of the Company

## **PROHIBITION ON DISCLOSURE OF PRICE SENSITIVE INFORMATION**

The Directors/ Officers/ Designated Employees/ Promoters or Person who is part of Promoter Group / Statutory Auditors/internal Auditor shall maintain the confidentiality of all 'Price Sensitive Information and shall not disclose or communicate or counsel or procure directly or indirectly the PSI to any person until the same is made available to the general public. The Directors/ Officers/ Designated Employees/ Promoters or Person who is part of Promoter Group, when in possession of Price Sensitive Information shall not buy/ sell securities of the Company either on their own behalf or on behalf of any other person.

## **TRADING WINDOW - TRADING PERIOD AND TRADING LIMIT**

All the Directors / Officers/ Designated employees (as well as the dependants of all three categories) and Promoters or Person who is part of Promoter Group shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the period when the Trading Window is closed.

- ◆ Trading Window shall be closed 7 days before the date of Board Meeting related with any item of the Price Sensitive Information.

Trading window shall open 24 hours after the Price Sensitive Information is published or made available to the general public.

- ◆ All the Directors/ Officers/ Designated Employees (as well as the dependants of all three categories) and Promoters or Person who is part of Promoter Group who intend to deal in shares should get **prior-clearance** of the transaction as per the procedure:

1. Application to the Compliance Officer or in case the applicant is Compliance Officer himself, to the Whole Time Director in the prescribed format (see **Annexure 1**).

2. **Undertaking** (see **Annexure 2**) executed by Directors/ Officers/ Designated Employees/ Promoters or Person who is part of Promoter Group in favour of the Company stating that:

- he/ she does not have access to or received Price Sensitive Information upto the time of signing the undertaking

- that in case he/ she has access to or receives Price Sensitive Information after signing the undertaking but before execution of transaction, he/ she shall inform the Compliance Officer forthwith and refrain from dealing in securities till the PSI becomes public
  - he/ she has not contravened the provisions of the Code on Prevention of Insider Trading
  - he/ she has made full disclosure in the matter
3. Execution of order within one week i.e. 7 days of the permission, else fresh clearance will be required.
- ◆ In all cases, Directors/ Officers/ Designated Employees/ Promoters or Person who is part of Promoter

The Compliance Officer of the Company shall disclose the information regarding the closure and open of Trading Window to the concerns from time to time.

## **DISCLOSURES**

BY WHOM:

- ◆ Any PERSON who holds MORE THAN 5% shares in the Company
- ◆ Director(s)/Officer(s) of the Company including the Company Secretary
- ◆ Any person who is a Promoter or Part of Promoter Group.
- ◆ Designated Employees of the Company i.e. Employees of the level President, Vice President & Head of Departments and Accounts and Finance personnel.

APPLICABLE WHEN:

### **INITIAL DISCLOSURE**

- ◆ At the time of being appointed

TIME FRAME: Within 2 working days of the Disclosure becoming applicable.

### **FORMS / CONTENTS of INITIAL DISCLOSURES**

- For persons with more than 5% shareholding, FORM A (see Annexure 3), stating the no. of shares held
- For Directors / Officers including Company Secretary/ Promoters or Person who is part of Promoter Group, FORM B (see Annexure 4), stating the no. of shares held and the position taken in derivatives
- For Designated Employees, FORM B1 (see Annexure 5), stating the no. of shares held

### **CONTINUAL DISCLOSURE**

- ◆ Upon Change in shareholding as disclosed initially and such change is of the character as described below for respective categories
- ◆ In case person who holds more than 5% of the shares, if there is a change (+/-) of MORE THAN 2% of the total shareholding in the Company
- ◆ In case of a Director/ Officer, if there is change (+/-) in his shareholding or his Dependents shareholding such that the change exceeds Rs. 5 lakhs in value / 25000 Shares/ 1% of total shareholding, whichever is lower.
- ◆ In case of a Promoter/ any person belonging to Promoter Group, if there is change (+/-) in his shareholding such that the change exceeds Rs. 5 lakhs in value / 25000 Shares/ 1% of total Shareholding, whichever is lower.

◆ In case of Designated Employee, whenever a pre-cleared transaction is carried out i.e. of the value of 5 lacs in value/ 25000 shares/ 1% of total shareholding whichever is lower.

TIME FRAME: Within 2 working days of the change in shareholding,

#### FORMS / CONTENTS of CONTINUAL DISCLOSURES

- For persons with more than 5% shareholding, FORM C (see Annexure 6)
- For Directors / Officers including Company Secretary/ Promoters or Person who is part of Promoter Group/ Designated Employees, FORM D (see Annexure 7)

The CONTINUAL disclosure as made by the Directors/ Officers including Company Secretary/ Promoters or Person who is part of Promoter Group, to the Company is **also to be made to the STOCK EXCHANGES** where the Company's shares are listed.

#### **ANNUAL DISCLOSURE**

◆ At the time of every financial year ending 31<sup>st</sup> March.

TIME FRAME: Within 30 DAYS of the close of financial year

#### FORM FOR ANNUAL DISCLOSURES

For persons with more than 5% shareholding, Directors / Officers and Designated Employees/ Promoters or Person who is part of Promoter Group, **FORM E** (see **Annexure 8**)

#### **PENALTY FOR CONTRAVENTION**

Every person, to whom the Policy is applicable, shall be individually responsible for complying with the provisions of this policy (including to the extent the provisions hereof are applicable to his/ her dependants).

Any person who violates the Policy, shall, in addition to any other penal action that may be taken against him under any law, also be subject to disciplinary action by the Company.

**FORM E Company - Annual Disclosure by Director(s) / Officers/ Promoter or Person who is part of Policy Promoter Group / Designated employees i.e. GM & above + all Accounts and Finance personnel at HO and Heads of all units**

**ANNEXURE 1**  
**APPLICATION FOR PRE-CLEARANCE OF TRADES**

To  
The Compliance Officer  
Joindre Capital Services Limited

Dear Sirs,

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 1992 and the Company's Policy for Prohibition of Insider trading, I seek approval for purchase/ sale/ subscription of the securities of the Company as detailed below:

	Name of the Employee	
	Designation and Department	
	No of shares held	
	DP ID/Client ID/Folio No	
	Nature of transaction for which approval is sought	
	Week during which proposed sale/purchase is contemplated	
	Reason for sale	
	Sale by self or Dependent family member	

I further enclose the form of undertaking signed by me. I confirm that I have read the Company's Insider Trading Policy and am not in possession of Unpublished Price Sensitive information consciously or otherwise. Kindly communicate your clearance to enable me to sell/buy the securities.

(\_\_\_\_\_)

Name

Signature

Date:

*Footnotes:*

1. No application for pre-clearance can be made during closure of trading window; neither any pre-cleared transaction can be carried out during closure of trading window.
2. Pre-cleared order must necessarily be executed within 7 days of approval.
3. A statement of holdings to be furnished in **Form D** after dealing in pre-cleared transaction.

**ANNEXURE 2  
UNDERTAKING TO BE EXECUTED AT THE TIME OF APPLYING FOR PRE-CLEARANCE**

To  
The Compliance Officer  
Joindre Capital Services Limited,  
32, Raja Bahadur Mansion,  
Fort,  
Mumbai- 400 023

Dear Sir,

I, \_\_\_\_\_, s/o \_\_\_\_\_ .r/o \_\_\_\_\_

hereby declare that I am a Director/Promoter/ Employee (state designation) of Joindre Capital Services Limited.

I further declare that I am not in possession of or otherwise privy to any unpublished price sensitive information upto the time of signing this undertaking.

In case I have access to or I receive any price sensitive information after signing this undertaking but before execution of the transaction, I shall inform the Compliance Officer of the change in my position and I would completely refrain from dealing in the securities of the Company till the time such price sensitive information becomes public.

I declare that I have not contravened the Company Policy on prohibition of Insider Trading. I declare that I have made full disclosure in the matter

(\_\_\_\_\_)

Name:

Signature

Date:

**ANNEXURE 3  
FORM A**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,  
1992**

[Regulation 13(1) and (6)]

**Regulation 13(1) - Details of acquisition of 5% or more shares in a listed company**

**FORM A**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992**

**(Regulation 13 (1) and (6))**

Regulation 13(1) – Details of acquisition of 5% or more shares in a listed company

Name, PAN No & address of sharehold er with telephone number	Sharehold ing prior to acquisition	No.and percentag e of shares /voting rights acquired	Date of receipt of allotment /advice. Date of acquisition (specify)	Date of intimation to Company	Mode of acquisition (market purchase/ public/righ ts/prefere ntial offer etc.)	Sharehold ing subseque nt to acquisition	Trading member through whom the trade was executed with SEBI Registrati on No.of the TM	Exchange on which the trade was executed	Buy quantity	Buy value
1	2	3	4	5	6	7	8	9	10	11

(\_\_\_\_\_)

Name  
Signature

Date:

**ANNEXURE 4  
FORM B**

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992  
[Regulation 13(2), 13(2A) and 13(6)]

**Details of shares or voting rights held by Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a listed company, or positions taken in derivatives by Director or Officer of a listed company and his dependents**

**FORM B**

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

(Regulation 13 (2), 13(2A) and (6))

Regulation 13 (2) – **Details of shares or voting rights held by Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a listed company, or positions taken in derivatives by Director or Officer of a listed company and his dependents**

Name, PAN & Address of Promoter/Person who is part of Promoter Group/Director/Officer	Date of assuming office of Director / Officer or date of becoming Promoter/Part of Promoter	No. & % of shares/voting rights held at the time of becoming Promoter/Part Promoter Group/Director / Officer	Date of intimation to company	Mode of acquisition (market purchase / public / rights / preferential offer etc.)	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
1	2	3	4	5	6	7	8	9

*Note: The above table shall be applicable with suitable modifications to disclosures for position taken in derivatives also.*

(\_\_\_\_\_)

Name:  
Signature

Date:



**ANNEXURE 5**

**FORM B1  
INITIAL DISCLOSURE OF DETAILS OF SHARES HELD BY DESIGNATED EMPLOYEES\* AND THEIR  
DEPENDANTS**

To  
The Compliance Officer  
Joindre Capital Services Limited

I. Details of shareholding of Designated Employee held in his / her own name

Name	Designation	Date of becoming Designated Employee	No. of shares held	Date of Acquisition	Folio no. / DPID/ Client ID

II. Details of shares held by the dependant family members

Name of Relative	Relationship	No. of shares held	Folio no. / DPID/ Client ID

( \_\_\_\_\_ )

Signature

Name:

Date:

\***DESIGNATED EMPLOYEE** means employee of the level Vice President & above, all Accounts and Finance personnel at HO and Heads of all units.

**ANNEXURE 6  
FORM C**

*Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992*  
[Regulation 13(3) and (6)]

**Regulation 13(3) — Details of Change in shareholding of more than 2% of the total paid-up share capital, in respect of person holding more than 5% shares in a listed company**

**FORM C**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992**

**(Regulation 13 (3) and (6))**

**Regulation 13(3) – Details of change in shareholding of more than 2% of the total paid up share capital in respect of persons holding more than 5% shares in a listed company**

Name, PAN No.& address of shareholders	Shareholding prior to acquisition/sale	No. & % of shares/voting rights acquired/sold	Receipt of allotment advice/acquisition of shares/sale of shares—specify	Date of intimation to company	Mode of acquisition on (market purchase/public/rights/preferential offer etc.)	No. & % of shares/voting rights post-acquisition/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
1	2	3	4	5	6	7	8	9	10	11	12	13

(\_\_\_\_\_)

Name:  
Signature

Date:

**ANNEXURE 7  
FORM D**

*Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992*  
[Regulation 13(4), 13(4A) and (6)]

**Details of change in shareholding or voting rights held by Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a listed company where the change is of the character 5 Lacs in value/ 25000 shares/ 1% of total shareholding, whichever is lower and Statement of Holdings after dealing in pre-cleared transaction, by Designated Employees**

**FORM D**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992**

**(Regulation 13 (4); 13(4A) and (6))**

Details of change in shareholding or voting rights held by Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a Listed Company where the change is of the character 5 lakhs in value/25000 shares/ 1% of total shareholding, whichever is lower, plus statement of holding after dealing in pre-cleared transaction, by Designated Employees.

Name, PAN no & Address of Promoter/ Part of Promoter Group/Director/Officer	No. & % of shares/voting rights held by the Promoter/ Person who is part of Promoter Group/Director/Officer	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 officer etc.)/Sale	No. & % of shares/voting rights post acquisition / 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
1	2	3	4	5	6	7	8	9	10	11	12

(\_\_\_\_\_)

Name:

Signature

Date:

**ANNEXURE 8  
FORM E**

**ANNUAL STATEMENT OF HOLDINGS BY DIRECTORS or OFFICERS or DESIGNATED  
EMPLOYEES AND THEIR DEPENDANTS/ PROMOTER OR PERSON WHO IS PART OF  
PROMOTER GROUP**

To

The Compliance Officer

Joindre Capital Services Limited

I. Annual Statement of shareholdings of Directors/ Officers/ Designated Employees/ Promoter or Person who is part of Promoter Group

Name	Designation	Department	No of shares held on 1 <sup>st</sup> April____	No. of shares bought/(sold) during the period	Date of Purchase/(sale)	No of shares held on 31 <sup>st</sup> March__	Folio No/DP ID/Client ID

II. Details of shares held by the dependant family members of Directors/ Officers/ Designated Employees.

Name	Relationship	No. of shares held on 1 <sup>st</sup> April,_____	No. of shares bought / (Sold) during the Period	Date of Purchase / (Sale)	No. of shares held on 31 <sup>st</sup> March,	Folio No./ DP ID/ Client ID

(\_\_\_\_\_)

Name

Signature

Date